UNITED ARTISTS CORPORATION

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS.

A special meeting of the United Artists Corporation was held at the office of the company, #729 Seventh Avenue, City, County and State of New York, at January 14, 1927 at three o'clock in the afternoon.

There were present:-

Messrs. Dennis F. O'Brien,
Harry D. Buckley
Nathan Burkan
Albert H. T. Banzhaf

constituting a majority of the Board.

Mr. Dennis F. O'Brien, Vice President of the corporation, presided, and Mr. Albert H.T.Banzhaf, Secretary of the corporation, acted as secretary of the meeting.

The Chairman presented and read the following waiver of notice of the meeting signed by all the directors:

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS

We, the undersigned, being all the directors of the United Artists Corporation, do hereby waive notice of the time, place and purpose of a special meeting of the Board of Directors of said corporation. We designate January 14, 1927, as the date and three o'clock in the afternoon as the time, and the office of the corporation at #729 Seventh Avenue, New York City, as the place of the meeting, the purpose of said meeting being to authorize Mr.

Dennis F. O'Brien as Vice President and Mr. Albert H.T.Banzhaf as Secretary, to execute the Certificate of Dissolution showing the unanimous consent of this corporation to the dissolution of the Allied Producers & Distributors Corporation, as required by the corporation laws of the State of Delaware.

Dated: January 14, 1927.
New York, N.Y.

It was called to the attention of the meeting that the purpose for which the Allied Producers & Distributors Corporation, of which the United Artists Corporation is now the sole stockholder, had been accomplished.

Thereupon, a resolution was made, seconded and unanimously adopted that the Vice President, and Secretary be and they are hereby authorized to execute a Certificate of Dissolution of the Allied Producers & Distributors Corporation, and unanimous consent agreement as required by Section 39 of the General Corporation Law of Delaware.

There being no further business on hand, the meeting adjourned.

Secretary.

Minutes approved:

UNITED ARTISTS CORPORATION

MINUTES

of

SPECIAL MEETING OF BOARD OF DIRECTORS

A Special Meeting of the Board of Directors of the United Artists Corporation was held at the office of the Company, #729 Seventh Avenue, City, County and State of New York, on January 14th, 1927, at three o'clock in the afternoon, pursuant to Waiver of Notice hereto prefixed.

There were present:

Messrs. Dennis F. O'Brien
Harry D. Buckley
Nathan Burkan
Albert H. T. Banzhaf

constituting a majority of the Board.

Mr. Dennis F. O'Brien, Vice-President of the Corporation, presided and Mr. Albert H. T. Banzhaf, Secretary of the Corporation, acted as secretary of the meeting.

It was called to the attention of the meeting that the purpose for which the Allied Producers & Distributors Corporation was organized had been accomplished and that said corporation was no longer engaged in

business. The United Artists Corporation is the sole stockholder of the Allied Producers & Distributors Corporation which is indebted to the United Artists Corporation.

Mr. O'Brien suggested that some plan should be worked out whereby the Allied Producers & Distributors Corporation should be dissolved and the debt due and owing from that corporation to the United Artists Corporation should be written off the books.

Thereupon, upon motion duly made, seconded and carried, it was

"RESOLVED that the officers of the Corporation are hereby authorized to execute a Certificate of Dissolution of the Allied Producers & Distributors Corporation and the Unanimous Consent Agreement of Stockholders, as required by Section 39 of the General Corporation Law of Delaware, and it was further

'RESOLVED that the treasurer of the United Artists Corporation be authorized to make such necessary entries in the books of accounts of this corporation to write off the debt of the Allied Producers & Distributors Corporation to the United Artists Corporation and such other entries as may be necessary to comply with

the changes hereby authorized.

There being no further business on hand, the meeting adjourned.

Secretary

Minutes Approved:

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

WE, THE UNDERSIGNED, being all the directors of UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a Special Meeting of the Board of Directors of United Artists Corporation to be held on the 25th day of January, 1927, at 729 Seventh Avenue, at three o'clock in the afternoon, for the purpose of ratifying and approving leases entered into by this Corporation for space to be occupied by a branch office in Salt Lake City and do hereby consent that any and all other business which may legally come before the meeting shall be transacted thereat.

Dennis F. O'Brien

[illegible]

Nathan Burkan

[illegible]

Alfred H. Ganz [illegible]

Joseph M. Schenck

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held at the office of the Corporation, 729 Seventh Avenue, Borough of Manhattan, City of New York, on the 25th day of January, 1927, pursuant to waiver of notice hereto prefixed.

There were present:

Dennis F. O'Brien
Harry D. Buckley
Albert H. T. Banzhaf
Thomas A. Moore
Arthur W. Kelly

Mr. Buckley presided and Mr. Banzhaf acted as Secretary of the meeting. Mr. Buckley stated that the Corporation had entered into a lease for space to be occupied by a branch office in Salt Lake City, the premises being leased from Bird & Jex Company; that it was necessary for the Corporation to ratify the acts of the officers of the Corporation who had made this lease and, therefore, suggested that such resolution be adopted.

Upon motion, duly made, seconded and unanimously adopted, it was

RESOLVED that

WHEREAS, the UNITED ARTISTS CORPORATION, as Lessee, has entered into a lease with the Bird & Jex Co., of Salt Lake City, Utah, as Lessor, for the lease of certain property designated as store, room or quarters number two on the blue print thereof which is a part of said lease, and said property being located on the south side of First South Street between Second and Third East Streets, of Salt Lake City, Utah; said lease being dated December 10th, 1926, and made for a term of seven years to commence March 15th, 1927, and to end March 15th, 1934; wherein the Lessee agrees to pay and the Lessor agrees to receive as rent for said property the sum of $1500.00 per year, payable in equal monthly instalments of $125.00 per month in advance on the first day of each and every month during said term; and,

WHEREAS, said lease has already been executed by the UNITED ARTISTS CORPORATION, as Lessee,

"BE IT RESOLVED that the action of H. D. BUCKLEY and F. A. BEACH, as Vice-President and Assistant Secretary, respectively, of the UNITED ARTISTS CORPORATION, in entering into and executing said lease be and the same is hereby ratified and approved."

There being no further business to come before the meeting, the meeting thereupon duly adjourned.

Albert H T Banzhaf
Secretary.

Minutes approved:

Dennis F O'Brien

H. Buckley

Walter Bunker

Sam H Moore

Joseph M. Schenck

Albert H T Banzhaf

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

BOARD OF DIRECTORS

We, the undersigned, Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors to be held on the 15th day of February, 1927, at 2 o'clock in the afternoon, at the New York office of the Corporation, No. 729 Seventh Avenue, Borough of Manhattan, New York City, for the purpose of adopting a resolution authorizing the opening of an account in the name of the UNITED ARTISTS CORPORATION, in the Farmers and Merchants National Bank of Los Angeles, California, and the signing and endorsing of checks upon said bank account, and consent that any and all other business which may lawfully come before said meeting may be transacted thereat.

Dated, New York, February 15, 1927.

DAGB Dennis E. Brown

NB Nathan Burkan

HAB H. D. Buckley

AHTB Albert H. Banzhaf

TAM Thomas Mason

JMS Joseph M. Schenck

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A special meeting of the Board of Directors of the UNITED ARTISTS CORPORATION was held at the office of the Corporation, No. 729 Seventh Avenue, Borough of Manhattan, City of New York, on the 15th day of February, 1927, at 2 o'clock in the afternoon, pursuant to waiver of notice signed by all the directors of the Corporation, said waiver being prefixed to these minutes.

There were present :-

Messrs. Dennis F. O'Brien,
Nathan Burkan,
Harry D. Buckley,
Albert H. T. Banzhaf,
Thomas A. Moore,
Joseph M. Schenck.

Mr. O'Brien presided at the meeting and Mr. Banzhaf acted as Secretary thereof.

Mr. Banzhaf, the Secretary, moved the adoption of the following resolution:

"RESOLVED that the UNITED ARTISTS CORPORATION shall open an account with the Farmers and Merchants National Bank of Los Angeles, California, and that said Bank be designated a depository

of said Corporation, said account to be under the name of United Artists Corporation and withdrawals therefrom to be made on the signature of , and the said Bank is authorized to pay out monies on deposit to the credit of said account, upon check, draft or other negotiable instrument of the Corporation signed -

'UNITED ARTISTS CORPORATION
by_____,

or by any two of the following officers:

President
Vice-President
Secretary
Treasurer,
Assistant Secretary."

Mr. Buckley seconded the motion. The motion was carried.

There being no further business before the meeting, the meeting was duly adjourned.

Albert H. Ganzhaf
Secretary

MINUTES APPROVED:

[illegible]
[illegible]
[illegible]
[illegible]
[illegible]
Joseph M. Schenck
Albert H. Ganzhaf

WAIVER OF NOTICE

-of-

SPECIAL MEETING OF BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION.

WE, the undersigned, Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, to be held on the 15th day of March, 1927, at 3:00 o'clock in the afternoon at the office of the Corporation, 729 Seventh Avenue, in the Borough of Manhattan, City and State of New York, for the purpose of designating the Metropolitan National Bank of Seattle, Washington, as depository for the United Artists Corporation Accessory Account, and that any and all business which may lawfully come before said Meeting may be transacted thereat.

Dated, March 1, 1927.

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION was held at the office of the Corporation, No. 729 Seventh Avenue, Borough of Manhattan, City of New York, on the 15th day of March, 1927, at 3:00 o'clock in the afternoon, pursuant to Waiver of Notice, signed by all of the directors of the corporation, which is prefixed to the record of this meeting.

There were present:-

Messrs. Thomas A. Moore
Nathan Burkan
Dennis F. O'Brien
Harry D. Buckley
Albert H. T. Banzhaf.

Mr. Harry D. Buckley acted as Chairman of the Meeting and presided thereat and Mr. Albert H. T. Banzhaf acted as Secretary thereof.

Mr. Buckley stated that since the Branch Office Exchange in Seattle was being removed to different premises, convenience required that the Accessory Account be opened in the Metropolitan National Bank in that City.

Upon motion duly made, seconded, and unanimously

adopted, it was

RESOLVED, that the Metropolitan National Bank, of Seattle, Washington, be designated as depository of the United Artists Corporation Accessory Account, and that withdrawals from the above Account be made by instrument signed by two officers of the Corporation, authorized to sign checks, one of whom shall be either the President, a Vice-President, or the Treasurer.

There being no further business before the Meeting, the same was duly adjourned.

Secretary.

Minutes Approved:

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders of the UNITED ARTISTS CORPORATION will be held at the office of the Company, No. 729 Seventh Avenue, in the Borough of Manhattan, City of New York, on the 4th day of April, 1927, at 3:00 o'clock in the afternoon for the purpose of electing officers for the ensuing year and Inspectors of Election to serve at the next annual meeting, and for the transaction of such other business as may properly come before the meeting.

Dated, New York, March 26, 1927.

Albert H. T. Banzhaf

ALBERT H. T. BANZHAF
Secretary

To:

MARY PICKFORD FAIRBANKS
DOUGLAS FAIRBANKS
D. W. GRIFFITH, INC.
CHARLES CHAPLIN
JOSEPH M. SCHENCK
GLORIA SWANSON

ANNUAL MEETING OF THE

STOCKHOLDERS

of

UNITED ARTISTS CORPORATION

The annual meeting of the stockholders of the United Artists Corporation was held at the office of the Corporation, No. 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York, on the 4th day of April, 1927, at 3 o'clock P.M.

The meeting was called to order and presided over by Mr. Joseph M.Schenck.

Mr. Albert H. T. Banzhaf acted as Secretary of the meeting.

Mr. Dennis F. O'Brien called the roll of stockholders and reported that all of the common stock of the corporation, issued and outstanding, was represented in person or by proxy. He also reported that the proxies on file with him, had been examined and found to be correct.

The following is a statement of the various representations:

Douglas Fairbanks	by Dennis F. O'Brien,
The Pickford Corporation	by Dennis F. O'Brien, Vice-President of The Pickford Corporation.
Charles Chaplin	by Nathan Burkan
D. W. Griffith, Inc.	by Albert H. T. Banzhaf, Secretary of D. W. Griffth Inc

There were also present at the meeting

Joseph M. Schenck	Chairman of Board of Directors
Arthur W. Kelly	Vice-President and Treasurer
Al Lichtman	General Manager of Distribution
Charles Chaplin	Stockholder.
Harry D. Buckley	Vice-President

There was presented to the meeting the affidavit of Benjamin Pepper, dated the 26th day of March, 1927, stating that on the 26th day of March, 1927, he mailed a copy of the notice of annual meeting of stockholders of the United Artists Corporation. (Said affidavit is annexed to these minutes).

Upon motion duly made, seconded and carried, the proxies submitted were accepted as being in order, and were ordered filed in the records of the corporation.

Thereupon Mr. O'Brien read the minutes of the last annual meeting of the stockholders, and

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the minutes of the last annual meeting of the stockholders be adopted as read.

Upon motion duly made, seconded and unanimously adopted it was

RESOLVED that this corporation, as evidence of its satisfaction with the work of its deceased president and general manger, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting.

The President instructed Mr. O'Brien to write to the stockholders personally, notifying them of the action taken at this meeting, by their proxies, and requesting that they approve this action of their proxies, in writing. Mr. Charles Chaplin, attending the meeting in person, expressed his approval to the meeting.

Mr. Joseph M. Schenck made his report as Chairman of the Board of Directors.

I. United Artists Theatre Circuit, Inc.

Mr. Schenck stated that the creation of this Company had become imperative in order to protect the production of the stockholders composing the United Artists, and assure them of proper exhibition facilities. For this reason, certain stockholders of the United Artists had subscribed one million

dollars, and J. & W. Seligman & Company had subscribed four million dollars to organize the United Artists Theatre Circuit Inc. The United Artists Corporation had entered into a contract with the United Artists Theatre Circuit, Inc. to exhibit its pictures in the theatres which the United Artists Theatre Circuit, Inc. would build or control on the basis of 70% of the net profits to the producer.

All stockholder-producers of the United Artists Corporation, except Mr. Charles Chaplin, had become parties to the above agreement, and also Mr. Sam Goldwyn.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the stockholders of this corporation hereby ratify and approve the contract entered into between the United Artists Corporation and the United Artists Theatre Circuit, Inc.

The Chairman then continued his report.

II. The Art Cinema Corporation.

Mr. Schenck stated that the re-financing of the Art Cinema Corporation had been undertaken so as to create a greater production of pictures for distribution by the United Artists Corporation. By means of the Art Cinema Corporation the following artists will be enabled to finance and produce pictures to be distributed by the United Artists Corporation:

Gloria Swanson
Jack Barrymore
Norma Talmadge
Corinne Griffith
The Duncan Sisters
Douglas Fairbanks
Fred Niblo
and others.

He stated further that the Art Cinema Corporation has engaged Mr. Herbert Brennon to produce "Sorrel & Son" and will financethe same, and that negotiations were under way which might eventually result in Mr. D. W. Griffith producing, through the Art Cinema Corporation, for distribution by the United Artists. Arrangements have been made for Mr. Niblo to direct "LAUGH CLOWN LAUGH".

Mr. Schenck reported that the pictures planned for release by the United Artists for the year 1927-1928, were as follows;

The Winning of Barbara Worth
The Night of Love
The Love of Sunya
The Beloved Rogue
The General
Resurrection
Topsy and Eva
Buster Keaton in "College"
Two Arabian Knights
The Dove
The Magic Flame
The Purple Mask
Mary Pickford in story by Kathleen Norris
Gloria Swanson picture - untitled
Garden of Eden
The Circus
The Gaucho
Laugh Clown Laugh
Buster Keaton picture - untitled
Samuel Goldwyn presenting Colman and Banky in picture - untitled.

Norma Talmadge, picture-untitled
Gilda Gray, picture-untitled
Gloria Swanson, picture- untitled
Corinne Griffith in "Sunny"
Buster Keaton, picture-untitled
John Barrymore, picture-untitled
Archibald Nettlefold production "The House of Marney"
. A Daughter in Revolt"

Mr. Arthur W. Kelly, the Treasurer, then made his report. He stated that a copy of the balance sheet and annual report of the United Artists, and the balance sheet of the subsidiary corporations or branches mentioned below, had been mailed to all the stockholders and directors of the company for their consideration and study one week prior to the meeting. These subsidiary corporations or branches are:

Allied Artists Corporation, Limited.
United Artists Verleih, G.m.b.H.
Les Artistes Associes, S.A.
(and all continental branches of the same)

United Artists (Australasia) Ltd.
Artistes Unides, S.A.
United Artists Corporation of the Far East.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Chairman of the Board of Directors, Mr. Joseph M. Schenck, was authorized to increase the present annual compensation of Counsel for the corporation, Mr. Dennis F. O'Brien and Mr. Nathan Burkan, in his discretion, by an amount not exceeding $5,000 each beginning April 1st, 1927.

The Chairmen then stated that there were certain matters which the stockholders should consider and ratify. The contract between the British Continental Trading Company and the United

Artists Corporation for the distribution of pictures in Holland had been entered into during the preceding year, and

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that the action of the officers and directors of the corporation in making the aforementioned agreement with the British Continental Trading Company be, and the same hereby is, ratified and approved by the stockholders of the corporation.

The Chairman stated that a contract had been entered into by the Corporation with Gloria Swanson, according to the terms of which she was obligated to subscribe to $100,000 worth of preferred stock, and that she was to be called on immediately for $30,000.

The Chairman, Mr. Joseph M. Schenck, stated that he had assigned his contract with the United Artists Corporation, regarding the production of pictures, to the Art Cinema Corporation, and

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that said assignment by Joseph M. Schenck to the Art Cinema Corporation be accepted and approved.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the contract between the United Artists Corporation and Edwin Carewe and Inspiration Pictures for the distribution of the motion picture entitled "Resurrection", be ratified and approved.

The Chairman stated that he had agreed that the Corporation become a member of the Motion Picture Producers & Distributors of America, Inc., and requested that the agreement made by him, on behalf of the corporation, be ratified and approved. The initiation fee for becoming a member of the Motion Picture Producers & Distributors of America, Inc. was one-tenth of one per cent. of the gross revenue derived by the Corporation from the United States during the year 1926. As the gross of the Corporation amounted to $8,293.145.95 the initiation fee would amount to $8,293.14. Weekly dues were one-one-hundredths of one per cent. of the total gross revenue derived in the United States in the year 1926 payable weekly, or in other words, $829.31 payable weekly.

The Chairman stated that there were many advantages to be gained for the producer.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the United Artists Corporation become a member of the Motion Picture Producers & Distributors of America Inc. and that the officers of the Corporation are hereby authorized to apply for membership and to take all steps necessary to acquire such membership, and any acts heretofore done for such purpose and any contracts entered into for such purpose, be, and the same hereby are ratified and approved;

and it was further

RESOLVED, that the expenses of such membership are to be allocated between the United Artists and the producers distributing through the United Artists, in accordance with the statement hereto annexed and which will be embodied in a letter sent to all producers affected by this resolution;

and it was further

RESOLVED, that all new distribution contracts shall tak cognizance of this arrangement so as to have such distribution bear its proper share of the expenses of this membership.

The meeting then proceeded to the election of directors for the ensuing year. Miss Mary W. Rusk and Mr. Arthur W. Kelly, the inspectors of election, duly subscribed and verified the oath of office required by statute, and entered upon the discharge of their duties.

The election was then held by ballot, and resulted in the election of the following directors:

Joseph M. Schenck

Dennis F. O'Brien

Nathan Burkan

Albert H. T. Banzhaf

Harry D. Buckley

Thomas Moore

The meeting then proceeding to elect two inspectors of election for the ensuing year and Miss Mary W. Rusk and

Mr. Arthur N. Kelly were unanimously elected as inspectors of election for the ensuing year.

There being no further business before the meeting, the same was

Upon motion duly made, seconded and unanimously adopted

ADJOURNED

Albert H. Banzhaf
Secretary

Approved:

Joseph M. Schenck

Dennis F. O'Brien

Albert H. Banzhaf

H. D. Buckley

STATE OF NEW YORK, :
: SS.
COUNTY OF NEW YORK.:

BENJAMIN PEPPER, being duly sworn, says, that he is over the age of 21 years; that on the 26th day of March, 1927, he mailed a copy of the notice of the annual meeting of the stockholders of the UNITED ARTISTS CORPORATION, a duplicate of which is hereto annexed. to the following stockholders at the following addresses:

Gloria Swanson,	520 - 5th Ave., New York City.
Mary Pickford Fairbanks,	7200 Santa Monica Blvd., Hollywood, Calif.
Douglas Fairbanks,	7200 Santa Monica Blvd., Hollywood, Calif.
Charles Chaplin,	c/o Chaplin Studios, 1416 La Brea St., Hollywood, Calif.
D.W.Griffith ,Inc.,	1476 Broadway, New York City.
Joseph M. Schenck,	c/o United Studios, Hollywood, Calif.

by depositing a copy of said notice enclosed in a properly sealed postpaid wrapper addressed to each of the persons at the above respective addresses in the postoffice box in the Knickerbocker Building, 152 West 42nd Street, Borough of Manhattan, City of New York.

Sworn to before me, this
26 day of March, 1927.

Benjamin Pepper

Josephine Campbell

JOSEPHINE CAMPBELL
NOTARY PUBLIC
NEW YORK COUNTY CLERK'S NO. [illegible]
NEW YORK COUNTY CLERK'S NO. 7925
COMMISSION EXPIRES [illegible] 30, 1927

(3)

UNITED ARTISTS CORPORATION

Organized under the Laws of the State of Delaware.

ALPHABETICAL LIST OF STOCKHOLDERS.

At closing of Books on March 28th, 1927.

NAMES	RESIDENCES	SHARES Common	SHARES Preferred
CHARLES CHAPLIN,	Los Angeles, Calif.	1000	300
THE ALTON CORPORATION,	Los Angeles, Calif.	1000	300
THE PICKFORD CORPORATION,	Los Angeles, Calif.	1000	300
D. W. GRIFFITH, INC.	New York City, N.Y.	1000	300
JOSEPH M. SCHENCK,	Los Angeles, Cal.		300
UNITED ARTISTS CORPORATION,	New York City, N.Y.	1000	[illegible]

Correct

Secretary.

KNOW ALL MEN BY THESE PRESENTS

That I, MARY PICKFORD FAIRBANKS, professionally known as MARY PICKFORD, do hereby constitute and appoint DENNIS F. O'BRIEN, to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at the annual meeting of stockholders of such corporation, to beheld on the 4th day of April, 1927, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting, and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I have hereunto set my hand and seal this 31st day of March 1927.

Mary Pickford Fairbanks

In the presence of:

KNOW ALL MEN BY THESE PRESENTS

That I, CHARLES CHAPLIN, do hereby constitute and appoint NATHAN BURKAN, to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at the annual meeting of stockholders of such corporation, to be held on the 4th day of April, 1927, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting, and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I have hereunto set my hand and seal, this day of , 1927.

Charles Chaplin

In the presence of:

KNOW ALL MEN BY THESE PRESENTS

That D. W. GRIFFITH, INC., a corporation duly organized and existing under the laws of the State of New York, by its duly authorized officers, does hereby constitute and appoint ALBERT H. T. BANZHAF, its lawful attorney, substitute and proxy for it and in its name, to vote upon all the stock held by it in the UNITED ARTISTS CORPORATION, at the annual meeting of stockholders of such corporation, to be held on the 4th day of April, 1927, and at any adjourned meeting thereof, as fully and with the same effect as any officer of the corporation might or could do were the corporation personally represented at such meeting.

In Witness Whereof, D. W. GRIFFITH, INC. has hereunto caused these presents to be executed by its duly authorized officers and the seal of the corporation be affixed thereto.

Dated, New York, March 30th , 1927.

D. W. GRIFFITH, INC.,

By D W Griffith Pres.

ATTEST: Albert H T Banzhaf

Secretary

STATE OF NEW YORK, :
: SS.
COUNTY OF NEW YORK.:

On this 30th day of March, 1927, before me personally came ALBERT H. T. BANZHAF, to me known, who being by me duly sworn, did depose and say that he resides in Larchmont, New York; that he is the Secretary of the corporation, D. W. GRIFFITH, INC., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Sydney Frank

Notary Public, New York County
N.Y.Co. Clks.No. 334, Reg.No. 5103
Certificate filed in Kings Co.
Kings Co.Clks.No. 125, Reg.No. 8196
Commission expires March 30, 1928

KNOW ALL MEN BY THESE PRESENTS

That I, DOUGLAS FAIRBANKS, do hereby constitute and appoint DENNIS F. O'BRIEN, to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at the annual meeting of stockholders of such corporation, to be held on the 4th day of April, 1927, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting, and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I have hereunto set my hand and seal this 1st day of April, 1927.

Douglas Fairbanks

In the presence of:

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

WE, the undersigned, inspectors of election, duly appointed to act at the meeting of the stockholders of the UNITED ARTISTS CORPORATION, to be held on the 4th day of April, 1927, being severally duly sworn, do depose and say, and each for himself or herself deposes and says that he or she will faithfully execute the duties of inspector at such meeting with strict impartiality, and in accordance with the best of his or her ability.

CERTIFIED COPY OF RESOLUTION ADOPTED AT A MEETING OF DIRECTORS OF THE ELTON CORPORATION, ON THE 15TH DAY OF MARCH, 1927.

.....

On motion duly made, seconded and unanimously adopted, it was

RESOLVED, That Dennis F. O'Brien, the Vice-President of this corporation, be duly authorized to represent this corporation and act on its behalf at the annual meeting of stockholders of the United Artists Corporation, of which The Elton Corporation is a stockholder, and that said Dennis F. O'Brien, vice-president of this corporation shall continue to have such authority to represent this corporation as a stockholder in the affairs of the United Artists Corporation until said authority is revoked.

.....

The Secretary of The Elton Corporation does hereby certify that the above is a true and correct transcript of the minutes of the meeting of The Elton Corporation held on the 15th day of March, 1927.

Given under my hand and the seal of the corporation the 15th day of March, 1927.

(SEAL)

We, the undersigned, duly elected inspectors of election of the United Artists Corporation, a stock corporation, DO HEREBY CERTIFY as follows:

That the meeting of stockholders of the said corporation was held on the 4th day of April, 1927, at 3 o'clock P.M., pursuant to due notice. That before entering upon the discharge of our duties we were severally sworn and the oath so taken, which is hereto annexed.

The result of the vote taken at such meeting, for the election of directors of said corporation for the ensuing year, was as follows:

Joseph M. Schenck	4,167 votes
Dennis F. O'Brien	4,166 votes
Nathan Burkan	4,166 votes
Albert H. T. Banzhaf	4,167 votes
Harry D. Buckley	4,167 votes
Thomas A. Moore	4,167 votes

Joseph M. Schenck, Dennis F. O'Brien, Nathan Burkan, Albert H. T. Banzhaf, Harry D. Buckley and Thomas A. Moore having received a plurality of the votes cast, were declared by us duly elected directors of said corporation for the ensuing year. And

That the result of the vote taken at such meeting for the election of inspectors of said corporation was as follows:

Mary W. Rusk	25,000 votes
Arthur W. Kelly	25,000 votes

That the said Arthur W. Kelly and Mary W. Rusk having

received a majority of all the votes cast for inspectors of election were declared by us duly elected as such.

IN WITNESS WHEREOF, we have made and signed this certificate this 4th day of April, 1927.

AWK

MR

ANNUAL MEETING

OF

DIRECTORS

OF

UNITED ARTISTS CORPORATION.

The Regular Annual Meeting of Directors of the United Artists Corporation was held at the office of the Corporation, No. 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York, on the 4th day of April, 1927, at 4:30 o'clock P.M., immediately following the meeting of the stockholders of the said corporation. The said meeting of directors was held in accordance with the By-Laws and no notice of said meeting was required.

There were present:

Messrs: Joseph M. Schenck
Albert H. T. Banzhaf
Dennis F. O'Brien
Harry D. Buckley
Nathan Burkan.

There were also present Al Lichtman, General Manager of Distribution, Mr. Arthur W. Kelly, Vice-President and Treasurer, and Mr. Charles Chaplin, stockholder of the Corporation.

The meeting then proceeded to the election of officers. By viva voce Mr. Joseph M. Schenck was elected President of the Corporation and Chairman of the Board of Directors for the coming year.

The following were elected Vice-Presidents:

Dennis F. O'Brien,	Vice-President
Arthur W. Kelly,	Vice-President
Harry D. Buckley,	Vice-President
Al Lichtman,	Vice-President.

Mr. Albert H. T. Banzhaf was re-elected Secretary of the Corporation. Mr. Arthur W. Kelly was re-elected treasurer of the Corporation.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that under the authority of Article V, Section 7 of the By-Laws of this Corporation, Miss Mary W. Rusk be designated as Assistant-Treasurer of the Corporation, to perform, in the absence of Mr. Arthur W. Kelly, the functions of Treasurer of the Corporation.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that the president, Mr. Joseph M. Schenck, be authorized and empowered to settle, in his discretion, the claim of Mr. C. Smith for $2,000 for travelling expenses from Australia.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that Mr. Joseph M. Schenck should represent the corporation in place and stead of Hiram Abrams, deceased, in all respects, in connection with the Illinois Corporation and the Canadian Corporation, and that the transfer to Mr. Joseph M. Schenck of the necessary certificates be made, in order to enable him to so represent the Company.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that Mr. Nathan Burkan be designated as the administrator of the Belgian Corporation, in place and stead of Hiram Abrams.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that Mr. Joseph M. Schenck be designated to fill the place of Mr. Hiram Abrams on the Board of the Australian Company.

Mr. Kelly stated to the meeting that by reason of the provisions of the German Statute, the German Corporation had been compelled to increase its capital stock from one hundred thousand marks to four hundred thousand marks.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the increase of the capital stock of the German Corporation be and the same hereby is duly ratified and approved.

There being no further business before the meeting, the same was

Upon motion duly made, seconded and unanimously carried,

A D J O U R N E D.

Albert W. Bangleaf
Secretary.

APPROVED:

Dennis F. O'Brien

Nathan Burkan

H. D. Buckley

Thomas Moore

Joseph M. Schenck

CERTIFIED STATEMENT OF OFFICERS

OF THE UNITED ARTISTS CORPORATION

AND EXCERPTS FROM THE BY-LAWS AND

MINUTES.

The following named persons are the officers of the United Artists Corporation for the year April 1927 - April 1928.

President	:	Joseph M. Schenck
Vice-President	:	Dennis F. O'Brien
Vice-President	:	Arthur W. Kelly
Vice-President	:	Harry D. Buckley
Vice-President	:	Al Lichtman
Secretary	:	Albert H. T. Banshaf
Treasurer	:	Arthur W. Kelly
Assistant-Treasurer:		Mary W. Rusk
Assistant-Secretary:		Frank A. Beach

Excerpts from the By-Laws of the United Artists Corporation.

" Article VI.

Signatures.

Section 1. Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by the following officers, to wit: President or Vice-President and Treasurer, or by any person or persons thereunto authorized by the Board."

"Article V.

Officers.

Section 7. Assistant Officers. The Assistant Secretary or Secretaries and the Assistant Treasurer or Treasurers shall perform the duty of the Secretary and of the Treasurer, respectively, in the absence of those officers and shall have such further powers and perform such other duties as may be assigned to them respectively by the Board."

Excerpt from Minutes of the United Artists Corporation.

Resolution adopted at a meeting of the Board of Directors of the United Artists Corporation on the 16th day of April 1925.

"RESOLVED, that each of the officers of this Corporation be and they hereby are authorized to sign or endorse checks, drafts, notes and other negotiable instruments on behalf of the Corporation; and each and every bank and banking institution with which the Corporation is now doing business or may hereafter do business be and it hereby is authorized to honor, pay or discount such instruments when signed by two officers, one of whom shall be the President, a Vice-President or Treasurer; and

FURTHER RESOLVED, that the Secretary of the Corporation be and he hereby is authorized from time to time to furnish to the various banking institutions and trust companies, with which this Corporation does business, a list of the names of the officers of the Corporation together with specimens of their signatures."

Resolution adopted at a Special Meeting of the Board of Directors of the United Artists Corporation on the 31st day of October 1924.

"BE IT RESOLVED, that F. A. Beach be and he

hereby is appointed Assistant Secretary of the United Artists Corporation to hold office until further notice and that said Beach as Assistant Secretary be and he hereby is authorized to sign all checks, drafts, notes or other obligations of the Corporation in conjunction with the President or Vice-President, Treasurer and/or Secretary until further ordered by the Board and that a copy of this resolution be certified by the Secretary and presented to all Banks in which this Corporation may have funds on deposit."

At a regular meeting of the Board of Directors of the United Artists Corporation, held on the 4th day of April 1927, the following resolution was duly adopted:

"RESOLVED, that under the authority of Article V, Section 7 of the By-Laws of this Corporation, Miss Mary W. Rusk be designated as Assistant-Treasurer of the Corporation, to perform, in the absence of Mr. Arthur W. Kelly, the functions of Treasurer of the Corporation."

I, ALBERT H. T. BANZHAF, Secretary of the United Artists Corporation, of Delaware, do hereby certify that the above is a true and correct statement of the officers of the United Art Corporation duly designated to hold office during the year commencing April 4, 1927, ending April 4, 1928, or until the next election of officers and that the above are true and correct transcripts from the By-Laws and Minutes of the United Artists Corporation.

Witness my hand and seal this day of April 1927.

Secretary.

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR R. WALSH
EDWARD C. RAFTERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
ANNEX BROOKER BLDG. 152 WEST 42ND STREET
TIMES SQUARE
NEW YORK CITY

IN - RE

April 20, 1927.

The Pickford Corporation,
7200 Santa Monica Boulevard,
Los Angeles, California.

Attention of Mary Pickford Fairbanks,
President.

Dear Sirs:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

"RESOLVED that this corporation, as an evidence of its satisfaction with the work of its deceased president and general manager, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned.

Yours very truly,
O'BRIEN, MALEVINSKY & DRISCOLL.

By Benjamin Pepper

THE PICKFORD CORPORATION, by its President, Mary Pickford Fairbanks, a stockholder of the UNITED ARTISTS CORPORATION, does hereby approve of the above resolution.

THE PICKFORD CORPORATION

By Mary Pickford Fairbanks
President.

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR R. WALSH
EDWARD C. RAFTERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
KNICKERBOCKER BLDG. 152 WEST 42ND STREET
TIMES SQUARE
NEW YORK CITY

IN RE

April 20, 1927.

D. W. Griffith, Inc.,
1476 Broadway,
New York City.

Dear Sirs:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

RESOLVED, that this corporation, as an evidence of its satisfaction with the work of its deceased president and general manager, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution, will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned.

Yours very truly,

O'BRIEN, MALEVINSKY & DRISCOLL,

By Benjamin Pepper

D. W. GRIFFITH, INC., a stockholder of the UNITED ARTISTS CORPORATION, does hereby approve of the above resolution.

D. W. GRIFFITH, INC.,

By D W Griffith
President.

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR G. WALSH
EDWARD C. RAFFERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
KNICKERBOCKER BLDG. 152 WEST 42ND STREET
TIMES SQUARE
NEW YORK CITY

IN RE

April 19, 1927.

Mr. Joseph M. Schenck,
c/o United Artists Corporation,
729 Seventh Avenue,
New York City.

Dear Sir:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

"RESOLVED that this corporation, as an evidence of its satisfaction with the work of its deceased President and General Manager, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned?

Yours very truly,

O'BRIEN, MALEVINSKY & DRISCOLL,

By Benjamin Pepper

JOSEPH M. SCHENCK, a stockholder of the United Artists Corporation, does hereby approve of the above resolution.

Joseph M. Schenck

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR R. WALSH
EDWARD C. RAFTERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
KNICKERBOCKER BLDG. 152 WEST 42ND STREET
TIMES SQUARE
NEW YORK CITY

IN RE

April 20, 1927.

Mr. Charles Chaplin,
C/o Nathan Burkan,
1451 Broadway,
New York City.

Dear Sir:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

> "RESOLVED, that this corporation, as an evidence of its satisfaction with the work of its deceased president and general manager, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned.

Yours very truly,

O'BRIEN, MALEVINSKY & DRISCOLL,

By Benjamin Pepper

CHARLES CHAPLIN, a stockholder of the UNITED ARTISTS CORPORATION, does hereby approve of the above resolution.

Charles Chaplin

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR R. WALSH
EDWARD C. RAFTERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
KNICKERBOCKER BLDG. 152 WEST 42nd STREET
TIMES SQUARE
NEW YORK CITY

IN RE

April 20, 1927.

Swanson Producing Corporation,
522 Fifth Avenue,
New York City.

Attention of Miss Gloria Swanson, President.

Dear Sirs:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

> RESOLVED, that this corporation, as an evidence of its satisfaction with the work of its deceased president and general manager, Hitam Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned.

Yours very truly,

O'BRIEN, MALEVINSKY & DRISCOLL

By Benjamin Pepper

SWANSON PRODUCING CORPORATION, by its President, Miss Gloria Swanson, a stockholder of the UNITED ARTISTS CORPORATION, does hereby approve of the above resolution.

SWANSON PRODUCING CORPORATION,

By Gloria Swanson
President.

ATTORNEYS & COUNSELLORS AT LAW
DENNIS F. O'BRIEN
M. L. MALEVINSKY
ARTHUR F. DRISCOLL
RICHARD J. MACKEY
ARTHUR R. WALSH
EDWARD C. RAFTERY
BENJAMIN PEPPER
LELAND T. ATHERTON
EDWARD J. CLARKE
CHARLES H. BERG

O'BRIEN, MALEVINSKY & DRISCOLL
LAW OFFICES
KNICKERBOCKER BLDG. 152 WEST 42nd STREET
TIMES SQUARE
NEW YORK CITY

IN RE

April 20, 1927.

The Elton Corporation,
7200 Santa Monica Boulevard,
Los Angeles, California.

Attention of Mr. Douglas Fairbanks,
Treasurer.

Dear Sirs:

The following is a copy of resolution adopted unanimously by the stockholders of the United Artists Corporation at the annual meeting held on the 4th day of April, 1927.

"RESOLVED that this corporation, as an evidence of its satisfaction with the work of its deceased president and general manager, Hiram Abrams, and as an expression of its gratitude, does hereby approve of the monies already given to the widow of said Hiram Abrams since the death of Hiram Abrams, and does hereby instruct the officers of the corporation to pay to said widow of Hiram Abrams an additional sum so that the money she has already received, and the amount authorized to be paid to her pursuant to this resolution will total $50,000. The treasurer is authorized to make these payments to said widow of Hiram Abrams when in his discretion it may seem expedient, the entire payments to be made within twelve months from the date of this meeting."

Will you kindly sign your approval of the above and return it to the undersigned.

Yours very truly,
O'BRIEN, MALEVINSKY & DRISCOLL,

By Benjamin Pepper

THE ELTON CORPORATION, by its Treasurer, Douglas Fairbanks, a stockholder of the UNITED ARTISTS CORPORATION, does hereby approve of the above resolution.

THE ELTON CORPORATION,

By Douglas Fairbanks
~~President~~
Treas.

WAIVER OF NOTICE

of

SPECIAL MEETING OF THE BOARD OF DIRECTORS

of

UNITED ARTISTS CORPORATION.

We, the undersigned, directors of the United Artists Corporation, do hereby waive any and all notice of a special meeting of the Board of Directors to be held on the 22nd day of April, 1927, at 3 o'clock in the afternoon at the New York office of the corporation, No. 729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, for the purpose of approving certain bookkeeping transactions in connection with the Japanese branch, and for the purpose of transacting any other business that may lawfully come before the meeting.

Dated: New York, April 22nd, 1927.

Dennett & Breen

Joseph M. Schenck

MINUTES OF A SPECIAL MEETING

of the

BOARD OF DIRECTORS

UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of United Artists Corporation was held at the New York office of the corporation at No. 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York, on the 22nd day of April, 1927, at 3 o'clock in the afternoon, pursuant to waiver of notice prefixed to the minutes of this meeting.

There were present:

Harry D. Buckley
Dennis F. O'Brien
Albert H. T. Banzhaf
Nathan Burkan
Thomas A. Moore
Arthur W. Kelly.

Mr. Arthur W. Kelly, the Treasurer of the corporation, stated to the meeting that in 1926 Mr. Hiram Abrams, now deceased, who was then president of the corporation, approved of charging off on the books of the Japanese branch the 4% commission that was due to the United Artists Corporation from that branch as of August 28, 1926. The Japanese Branch of the corporation was required to pay to the United Artists Corporation a 4% commission as a service charge. Due to the fact that

the branch had insufficient working capital, and, further, was operated at a loss, this commission was never paid but was carried as a growing deficit on the books of the Japanese branch. For the purpose of placing the finances of the Japanese office in sound condition, it was decided to wipe out this commission, charge it off on the books of the Japanese branch to profit and loss, and reduce the deficit of that branch by the amount owing.

It was decided to charge off for the year 1925, 77,137.95 yen, and for the year 1926, 25,997.84 yen, making a total of 103,135.79 yen. The rate of exchange was .4880 cents per yen, and the total amount to be charged off to profit and loss was, therefore, $50,330.26.

In accordance with the directions these necessary entries were made on the books of the Japanese corporation. No entries had ever been made on the books of the home office of the United Artists regarding this commission, and consequently, no entry was made showing the reduction of this deficit.

Mr. Kelly proposed that the board of directors consider these facts and approve the action of Mr. Hiram Abrams in this respect. Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the decision of the former president, Mr. Hiram Abrams, in charging off to profit and loss the 4%

commission due from the Japanese Branch of the corporation in the amount of $50,330.26 as of August 28, 1926, is hereby ratified and approved, and it is

RESOLVED FURTHER, that the treasurer of the company is authorized to make whatever entries in the books of the corporation that he in his discretion may deem necessary in accordance with accounting practices to indicate the relinquishment by this corporation of its claim to the 4% commission from the Japanese Branch, as provided herein.

No further business coming before the meeting, the meeting was adjourned.

Secretary.

CERTIFIED STATEMENT OF OFFICERS

OF THE UNITED ARTISTS CORPORATION AND

EXCERPTS FROM THE MINUTES OF SAID CORPORATION.

The following named persons were duly elected officers of the UNITED ARTISTS CORPORATION for the year April 1927 - April 1928, and until succeeded, authorized to sign checks:

President	:	Joseph M. Schenck.
Vice-President	:	Dennis F.O'Brien
Vice-President	:	Arthur W. Kelly
Vice-President	:	Harry D. Buckley
Vice-President	:	Al Lichtman
Secretary	:	Albert H. T. Banzhaf
Treasurer	:	Arthur W. Kelly
Assistant-Treasurer	:	Mary W. Rusk
Assistant-Secretary	:	Frank A. Beach

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Excerpts from the Minutes of the United Artists Corporation:

Resolution adopted at a meeting of the Board of Directors of the United Artists Corporation on the 20th day of May, 1927:

"RESOLVED, that the funds of the United Artists Corporation may be deposited in the Deseret National Bank at Salt Lake City, Utah, in two accounts, to be designated as follows:

(a) United Artists Corporation; and
(b) United Artists Corporation, Sales-Manager's Account, and that the said Deseret National Bank of Salt Lake City is authorized to pay out moneys from said accounts as follows:

(1) The United Artists Corporation Account, by paying out the same on check, draft or other instrument drawn by the United Artists Corporation and signed by any two officers of the corporation, one of whom shall be the President, Vice-President or Treasurer;

(2) The United Artists Corporation, Sales-Manager's Account, by paying out on check, draft or other instrument drawn either by J. D. McNerney, as United Artists Corporation Sales Manager, or when drawn by any two of the officers of the corporation, one of whom shall be either the President, Vice-President or Treasurer; and it is

FURTHER RESOLVED, that the Secretary shall furnish the said Deseret National Bank with a certified copy of the resolutions adopted at this meeting, and a certified copy statement of the officers of this corporation, authorized to sign checks, together with their signatures."

---oOo---

I, ALBERT H. T. BANZHAF, Secretary of the United Artists Corporation, do hereby certify that the above is a true and correct statement of the officers of the United Artists Corporation duly designated to hold office during the corporate year April 1927 - April 1928, or until the next election of officers, who are authorized to sign checks, drafts, notes and other negotiable instruments on behalf of this Corporation, and that the above is a true and correct transcript from the Minutes of the United Artists Corporation.

WITNESS my hand and the seal of this Corporation this 20th day of May, 1927.

_____
Secretary.

WAIVER OF NOTICE OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
UNITED ARTISTS CORPORATION.

-oOo-

WE, THE UNDERSIGNED, being all of the Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice for a meeting of the Board of Directors of the said corporation, to be held at the office of the corporation, No. 729 Seventh Avenue, Borough of Manhattan, City of New York, on the 20th day of May, 1927, at 3:00 o'clock in the afternoon, for the purpose of designating the Deseret National Bank of Salt Lake City, Utah, as a depositary of the United Artists Corporation in that city, and to authorize J. D. McNerney, as sales-manager, to draw against the Sales-Manager's Account, from said depositary, and any and all further business that may come before the meeting and may be transacted thereafter.

Dated, New York, May 20, 1927.

MINUTES OF A SPECIAL MEETING OF THE

BOARD OF DIRECTORS OF

UNITED ARTISTS CORPORATION.

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A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the office of the corporation, No. 729 Seventh Avenue, Borough of Manhattan, New York City, on the 20th day of May, 1927, at 3 o'clock in the afternoon, pursuant to a waiver of notice signed by all the directors of the corporation, which waiver was prefixed to these minutes.

There were present:

DENNIS F. O'BRIEN
HARRY D. BUCKLEY
NATHAN BURKAN
ALBERT H. T. BANZHAF

being a majority of the Board.

Mr. O'Brien presided and, as Secretary, Mr. Banzhaf acted as Secretary of the meeting.

The President stated that the object of the meeting was to open an accessory account and a Sales-Manager's Account of the corporation in the Deseret National Bank of Salt Lake City, Utah.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the funds of the United Artists Corporation may be deposited in the Deseret National Bank at Salt Lake City, Utah, in two accounts, to be designated as follows:

(a) United Artists Corporation; and
(b) United Artists Corporation, Sales-Manager's

Account, and that the said Deseret National Bank of Salt Lake City is authorized to pay out moneys from said accounts as follows:

(1) The United Artists Corporation Account, by paying out the same on check, draft or other instrument drawn by the United Artists Corporation and signed by any two officers of the corporation, one of whom shall be the President, Vice-President or Treasurer;

(2) The United Artists Corporation, Sales-Manager's Account, by paying out on check, draft or other instrument drawn either by J. D. McNerney, as United Artists Corporation Sales Manager, or when drawn by any two of the officers of the corporation, one of whom shall be either the President, Vice-President or Treasurer; and it is

FURTHER RESOLVED, that the Secretary shall furnish the said Deseret National Bank with a certified copy of the resolutions adopted at this meeting, and a certified copy statement of the officers of this corporation, authorized to sign checks, together with their signatures.

There being no further business before the meeting, the same was duly adjourned.

Albert H. Bangley
Secretary.

MINUTES APPROVED:

N Bunker

Dennis F. O'Brien

H. D. Bulkley

Frank Wilson

WAIVER OF NOTICE

-of-

SPECIAL MEETING OF BOARD OF DIRECTORS OF

UNITED ARTISTS CORPORATION.

The undersigned, being all of the Directors of the United Artists Corporation, do hereby waive any and all notice of the special meeting of the United Artists Corporation, for the purpose of appointing George A. Critchlow, residing in the City of Salt Lake, County of Salt Lake, in the State of Utah, attorney or agent of the United Artists Corporation, upon whom process may be served, and we do hereby consent that such meeting be held at the office of the corporation No. 729 Seventh Avenue, New York City, on the 31st day of May, 1927, at 4 o'clock in the afternoon, and that any and all business may be brought before the meeting as may be lawfully transacted thereat.

Dated, May 31st, 1927.

MINUTES OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS OF

UNITED ARTISTS CORPORATION

A special meeting of the Board of Directors of United Artists Corporation was held on the 31st day of May, 1927, at 4 o'clock in the afternoon, pursuant to waiver of notice, hereto prefixed.

There were present:

Mr. Dennis F. O'Brien
" Nathan Burkan
" Albert H. T. Banzhaf
" Harry D. Buckley

being a majority of the Board.

Mr. O'Brien acted as Chairman of the meeting and Mr. Banzhaf acted as Secretary thereof.

The Chairman stated that it was necessary to qualify the corporation to do business in the State of Utah and to appoint a statutory agent there and that the Corporation Trust Company had been requested to undertake this service. The representative of the Corporation Trust Company in Salt Lake City, Utah, is George A. Critchlow.

Upon motion duly made and seconded, it was unanimously

adopted that

WHEREAS, UNITED ARTISTS CORPORATION was duly incorporated under the laws of Delaware on the 17th day of April, A.D.1919, and

WHEREAS, the said corporation is now doing business, or is desirous of doing business within the State of Utah;

NOW; THEREFORE, BE IT RESOLVED, by the Board of Directors of the said corporation, that the provisions of the Constitution of the State of Utah are hereby accepted as binding upon said corporation, and

BE IT FURTHER RESOLVED, that GEORGE A. CRITCHLOW residing in the City of Salt Lake, County of Salt Lake, in the State of Utah, that being the County in which the principal place of business of this corporation is now, or is about to be situated, be and he is hereby appointed the Attorney or Agent of said corporation upon whom process issued by authority of or under any law of the State may be served.

There being no further business, the meeting was duly adjourned.

Secretary of the Meeting.

MINUTES APPROVED:

WAIVER OF NOTICE

-of-

SPECIAL MEETING OF BOARD OF DIRECTORS OF
UNITED ARTISTS CORPORATION.

We, the undersigned, being all of the Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice for a meeting of the Board of Directors of the said Corporation, to be held at the office of the Corporation, No. 729 Seventh Avenue, Borough of Manhattan, City of New York, on the 6th day of September, 1927, at 3.00 o'clock in the afternoon, for the purpose of adopting a Resolution expressing the condolence of UNITED ARTISTS CORPORATION to MRS. CARRIE LOEW upon the death of her husband, MARCUS LOEW, and any and all further business that may come before the meeting and may be transacted thereafter.

Dated, New York, September 6, 1927.

Joseph M. Schenck

Nathan Burkan

Sam Goldwyn (?)

MINUTES OF A SPECIAL MEETING

OF THE BOARD OF DIRECTORS OF

UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of United Artists Corporation was held on the 6th day of September, 1927, at 3 o'clock in the afternoon, pursuant to waiver of notice hereto prefixed.

There were present:

Mr. Dennis F. O'Brien
" Nathan Burkan
" Albert H. T. Banzhaf
" Harry D. Buckley

being a majority of the Board.

Mr. O'Brien acted as Chairman of the meeting and Mr. Banzhaf acted as Secretary thereof.

The Chairman stated that the purpose of the meeting was to adopt a Resolution expressing the condolence of UNITED ARTISTS CORPORATION to MRS. CARRIE LOEW upon the death of her husband, MARCUS LOEW.

Upon motion duly made and seconded, it was unanimously adopted, it was

RESOLVED, that the officers of this Corporation express and convey on behalf of its executives and all its employees throughout the world to Mrs. Carrie Loew and her immediate family, their sincere sympathies and heartfelt condolences in this hour of her bereavement.

Marcus Loew, esteemed, loved and respected by virtue of his personal achievements in the motion picture industry, still holds the same affection in our hearts, which he built up by his kindly deeds and noble works throughout his lifetime.

" He never passes who lives in the hearts of his fellowmen."

There being no further business, the meeting was duly adjourned.

Albert W. Banzhaf
Secretary of the Meeting.

MINUTES APPROVED:

Joseph M. Schenck

Dennis F. O'Brien

Nathan Burkan

Thomas Wilson

H. D. Buckley

[14 Sept. 1927]

MINUTES OF SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held at the office of the corporation, 729 Seventh Avenue, City and State of New York, on Wednesday, September 14th, at 4:30 P.M., pursuant to the following notice sent to each director by telegram --

> "The Special Meeting of the Board of Directors is postponed from this afternoon until Wednesday September fourteenth nineteen twentyseven four thirty PM in the offices of the United Artists Corporation seven twentynine Seventh Avenue New York City for the purpose of considering an increase in the capital of the Mexican Company and any other matters which may properly come before the Board."

There were present at the meeting:

Mr. Joseph M. Schenck
Mr. Dennis F. O'Brien
Mr. T. A. Moore
Mr. Nathan Burkan
Mr. A. H. T. Banzhaf
Mr. Harry D. Buckley

Also:

Mr. Al Lichtman, Vice-President
Mr. Arthur W. Kelly, Treasurer.

In addition, Mr. Reynolds of Price, Waterhouse & Co. was present for a part of the meeting to assist in explaining the various questions which arose in connection with the Balance Sheet of the Corporation, and in connection with the questions which arose regarding the Mexican Company.

By unanimous vote Mr. Schenck acted as Chairman of the meeting and Mr. O'Brien as Secretary.

The Treasurer made the following report:

The Treasurer stated he instructed Messrs. Price, Waterhouse & Co. to visit the Home Office for the purpose of auditing the books of the United Artists Corp. of Delaware, Illinois and Mexico as of January 1st, 1927.

Price, Waterhouse & Co. audit disclosed that there are several items of expense which were rightly chargeable to 1926 that had not been picked up on the 1926 Balance Sheet, but were charged to 1927, and adjusted by the Journal Entries herewith attached. This difference related chiefly to two items of account: One item represents the corporation's share of "Black Pirate" prints, and the Treasurer did not think the entire amount was a legitimate charge for 1926. However, Price, Waterhouse & Co. disagreed with this opinion and consider it a 1926 item. The other small items of expense, rightly chargeable to 1926 income were not picked up for the reason that the Accounting Department have been overworked, in view of the new system of accounting. At the time Price, Waterhouse & Co. took up these items with the Treasurer they also took up with him the matter of various assets carried on the corporation's books which are valueless. At a conference between Mr. Schenck, the Chairman, Price, Waterhouse & Co. and the Treasurer, it was decided that the so called frozen assets be charged back to the year 1926. Accordingly, the Treasurer was authorized by the Chairman to rewrite the 1926 Balance Sheet in accordance with Price, Waterhouse & Co.'s

recommendation, which has been done.

There have been some slight changes in the Income and Expenses as shown in the Balance Sheet sent out for the year 1926 due to the old system over new. It has been decided that our method of computing the depreciation on Accessories did not reflect the proper value of same, therefore, at a conference held by Mr. Buckley, Mr. Kelly and Price, Waterhouse & Co. a new formula was decided upon for the depreciation of Accessories, as follows: Two years is constituted as the length of life of Accessories and two years from release date the full value of Accessories on hand is to be charged off to depreciation. The Accessory Account as reflected in the Balance Sheet sent to the stockholders has been re-arranged in accordance with this plan, which brings the amount carried for Accessories at $82,429.29. This represents the value of Accessories two years old, or less. Replacements on old pictures are automatically charged off.

We have arranged the headings of our respective accounts to conform with Price, Waterhouse & Co. method of accounting.

The Treasurer brought to the attention of the Board that since the first dividend was paid on the first year's operations of the corporation on its Preferred Stock, that the accrued dividends have never been reflected in the Balance Sheet or on the corporation's books. The accrued cumulative amount to date is $66,963.33. The accrued

amount will be shown on the Balance Sheet in future as a memorandum.

For the first time in the history of the corporation the Balance Sheet as submitted for the above mentioned companies represents as nearly as possible the true physical condition of affairs in North America.

Price, Waterhouse & Co. will not certify this Balance Sheet for the following reasons: They claim that a certified Balance Sheet should represent the activities of the corporation in its entirety, which would include all subsidiaries, so that the stockholders would know the true and accurate standing of their corporation. It must be remembered that on its so-called North American Balance Sheet, the corporation carries in its investment account the cost of the capital stock of the Allied Artists Corp., Les Artistes Associés, and the United Artists Film Verleih. It is quite possible that at some time or other we may be asked by our bankers why the earnings of these particular companies, which we own and control by virtue of stock interests, are not reflected in the Balance Sheet of the United Artists Corporation of Delaware.

Furthermore, the branches of Buenos Aires, Rio de Janeiro and Tokyo, who work under a Power of Attorney, are not individual corporations, and their earnings are not reflected in the Balance Sheet of the Delaware corporation, which should be done from now on.

At the present time the Corporation's Balance Sheet reflects the business done in the Delaware and Illinois corporations, as well as the United Artists Corporation of Canada, the Artistas Unidos in Mexico, and the Allied Producers and

Distributors Corporation. The tax return as filed only reflects the business done in the Delaware and Illinois Corporations and the Continental Branches owned by the corporation, excluding Belgium, Germany and France.

The Treasurer stated that the Corporation should rearrange its Balance Sheet for the future and should render to the stockholders individual Balance Sheets for Canada and Mexico, and should file an amended Return with the Income Tax Authorities for the year 1926 and should show a Consolidated Income and Expense from the following companies and branches:

United Artists Corporation of Delaware
United Artists Corporation of Illinois
Japan
Rio de Janeiro
Buenos Aires
Porto Rico
Peru (providing more of these units are incorporated)
Havana

The United Artists Corporation owns all the Continental Branches outside of Germany, Belgium and France. The profits from the operation of these particular branches are already reflected in the revised Balance Sheet.

Under the Income Tax Law of America, the corporation is not compelled to consolidate its income from all the activities of its individual companies which have been incorporated, provided, of course, that no dividends are paid during the taxable period. The corporation also has the right under the law to deduct from Federal Computed Taxes any items paid to Foreign governments on profits from its branches that it actually operates and owns; also it has

the right to a deduction of foreign taxes paid on any dividends declared and payable to the United Artists Corporation from its subsidiaries.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED that the revised Balance Sheet for the year ending 1926 as prepared by the United Artists Corporation in accordance with Price, Waterhouse & Company's recommendation is hereby accepted and approved. It was
>
> FURTHER RESOLVED that the Treasurer be authorized to prepare quarterly a consolidated Balance Sheet of all the corporation's activities throughout the world. It was
>
> FURTHER RESOLVED that Price, Waterhouse & Co. be authorized to make a semi-annual audit of the United Artists Corporation's books, these audits to be made every six months' period ending December 31st and July 31st respectively. It was
>
> FURTHER RESOLVED that the Treasurer should file with the U. S. Income Tax authorities a consolidated Balance Sheet and Income Statement constituting its return for twelve months operation from January 1st, 1927 to December 31st, 1927, to include Japan, Rio, Buenos Aires, Porto Rico and Havana, Cuba.

The Treasurer further reported with regard to the Mexican corporation that he had Price, Waterhouse & Co. audit the Mexican corporation. This audit disclosed the accounting conditions in bad shape. Since the time the audit was made, the Head Office, with the aid of Price, Waterhouse & Co. have endeavored to change conditions so that the books of the Mexican Company will always reflect the true and accurate affairs of that branch. The practice which prevailed was for a set of Mexican books to be kept at the Home Office

in New York which reflected the true and accurate condition of affairs, but inasmuch as the Mexican Company is an individual corporation, it was necessary to keep a set of books in Mexico in Spanish pesos. However, it was found upon examination that these books did not reflect the true and accurate conditions of affairs, inasmuch as they only took up on these books 25% of the played and earned business, whereas their allowance is 40%. Therefore it was deemed advisable that these books be changed to conform with those at the Home Office.

The Treasurer further stated that the Mexican Government has increased the tax from 6% to 8% on all moneys remitted out of Mexico; therefore it is advisable that the method of running the Mexican Company on the contingent fund basis be discontinued and that it be operated as an individual unit, preparing its own Balance Sheet and its own settlement statements to producers in order that the 8% tax may be applied on the producers' share alone and not on the total film rentals remitted.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED that the action of the Treasurer in re-organizing the books of account of the Mexican Corporation so as to reflect the true and accurate condition of the affairs of the Mexican Corporation be and the same hereby is approved, and it is

FURTHER RESOLVED that the action of the Treasurer in re-organizing the books of account of the Mexican corporation so that said corporation shall operate as a unit, making its own Balance Sheet and settling with the producers direct, be and the same hereby is approved.

The Treasurer further stated that under the Mexican law, if the deficit of a company is equivalent to 49% of the capital stock, the Government can ipso facto declare this company, bankrupt. For this reason, it is advisable to increase the present capital of the Mexican Company.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that the Chairman appoint a Committee which shall have full power to determine and execute all acts relating to and necessary to increasing the capital stock of the Mexican Corporation, payment for the same and the collecting and/or adjustment of the indebtedness of the Mexican Corporation to the United Artists Corporation.

The Chairman thereupon appointed as this Committee, Arthur W. Kelly, Treasurer of the Corporation, Thomas A. Moore and Dennis F. O'Brien. The Committee was directed to act in consultation with Mr. Reynolds of Price, Waterhouse & Company, or such other appropriate representative of that Company as might be necessary.

The Chairman stated that effective June 1st, 1927, he secured the consent of all the Artists, with the exception of Miss Gloria Swanson and Mr. Charles Chaplin, to increase the distribution charge on their product in the United States an additional 2-1/2% on played and earned basis, making it 27-1/2%. The Chairman stated that approval had been obtained of Mr. Edwin Carewe. Mr. Chaplin stated that he did not think it fair to charge him 2-1/2% on the contracts that had

already been taken on his pictures. It is believed that eventually he will give his consent to this increase. The Chairman further stated that he is about to make a new contract with Mr. Samuel Goldwyn, and it is verbally understood that when this contract is made with him, that he will be subject to the 2-1/2% increase, which will be made retroactive from June 1st, 1927. The Chairman further stated that he was endeavoring to secure Miss Swanson's consent to this increase. It is understood that if the approval of all the stockholders is not forthcoming, Miss Swanson and Mr. Chaplin will be given credit for the amount so paid, as well as the other producers who have been charged with this increase.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Directors hereby ratifies and approves the action of the Chairman of the Corporation in increasing the distribution charge in the United States, by an additional 2-1/2% on played and earned basis, making a total distribution charge of 27-1/2%, effective as of June 1st, 1927. And it was

FURTHER RESOLVED, that the action of the Chairman in obtaining the consent to such increase from all of the members of the United Artists Corporation, except Miss Gloria Swanson and Mr. Charles Chaplin, and of Mr. Edwin Carewe and Mr. Samuel Goldwyn, is and the same hereby is approved. And it is

FURTHER RESOLVED, that in the event that Miss Swanson and Mr. Chaplin do not consent to such increased charge, that credit for the said increase of 2-1/2% shall be given to all other producers who have been charged with this increase.

The Chairman stated that the Balance Sheet of the Australasian Company shows that it is impracticable to op-

operate that corporation on a 40% basis, and therefore he has secured an increase of an additional 10%, making a 50% distribution charge for that corporation against all Artists with the exception of Miss Gloria Swanson and Mr. Charles Chaplin. This 10% to be made retroactive from August 1st, but the increase will not be put into effect until all stockholder-producers agree to it.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Directors hereby ratifies and approves the action of the Chairman in increasing the distribution charge of the Australasian Company by 10%, making a total distribution charge of 50%, effective as of August 1st, 1927. And it was

FURTHER RESOLVED, that the action of the Chairman in obtaining the consent of all the producers for whom the United Artists Corporation of Australasia is distributing, to said increase, with the exception of Miss Gloria Swanson and Mr. Charles Chaplin, is hereby ratified and approved; and it was

FURTHER RESOLVED, that the increase in the distribution charge by the Australasian Company, as of August 1st, 1927, shall become effective only in the event that Miss Gloria Swanson and Mr. Charles Chaplin consent thereto, and in the event of their failure to so consent, said additional charge of 10% shall not be made. And it was

FURTHER RESOLVED, that the contract which the Chairman of the Board is negotiating with Mr. Samuel Golywyn shall provide for an additional 50% distribution charge in Australasia, effective as of August 1st, 1927, in accordance with the preceding resolutions.

The Chairman stated that at a conference had by Mr. Kelly and Mr. Burkan, plans were devised for the purpose

of re-adjusting the contract with the Phoebus Company in Germany, and that instructions had been given to Mr. Guy Croswell Smith to adjust this contract on the basis that the cost of Kontingents should be reduced from $10,000 each to $7,000; that the old contract become null and void. The German Company is to obligate itself to take up before next May eighteenth, Kontingents at $7,000. each instead of 30 Kontingents in two years at $10,000. each, and that there will be no further obligation on the part of the German Company to show its pictures in the Phoebus Theatres. This arrangement was finally agreed to by Mr. Smith on behalf of the German Company and the Phoebus Company, and a new contract was drawn up and put into effect. Treasurer submitted the contract.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Directors hereby ratifies and approves the action of the Chairman and the Treasurer in amending the contract between the corporation and the Phoebus Company of Germany.

The Treasurer stated that from time to time the question of incorporation of its Buenos Aires Branch has come up for discussion at various times, as well as that of its Brazilian Branch at Rio. It was deemed advisable by the Chairman and Mr. Burkan at a conference that we should immediately incorporate this company in order to confine the liabilities of the United Artists to those particular units.

Mr. Dennis F. O'Brien, General Counsel, stated that this matter had been under discussion from time to time, and that these units are operating under a Power of Attorney instead of being incorporated because it was found upon consultation with certain American banks who are active in these centers, advantageous to operate their branches under a similar plan. One of the main reasons for operating under a Power of Attorney is to prevent the respective foreign governments from stepping into the affairs of the corporation and declaring it defunct should at any time its deficit be 50% of its capital. Other than the foregoing there is no reason why the two companies should not be incorporated.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED, that the proper officers be authorized to take the necessary action to incorporate our business in Buenos Aires and Rio de Janeiro, and such other territories where the United Artists Corporation may be operating under Power of Attorney if deemed advisable by the General Counsel of the corporation.

The Treasurer stated that he had an offer for the sale of the producers' pictures in Porto Rico, which looked very favorable, and if acceptable to the producers, would do away with the necessity of maintaining an Exchange in Porto Rico, which has been operating at a loss since its inception, and therefore approves this sale.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that subject to producers' acceptance, the Chairman and the Treasurer of the company are authorized to enter into a contract on the behalf of the United Artists and on the behalf of the producers for the sale of the producers' pictures in Porto Rico, and it was

FURTHER RESOLVED, that upon the favorable conclusion of such contract the United Artists Corporation discontinue its branch in said territory.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that General Counsel, Mr. Dennis F. O'Brien and the Treasurer of the corporation be authorized to settle the suit against Mr. Montford Steele in a manner best suited to the interest of the corporation as they in their discretion may desire.

The Chairman then stated that the Bowery & East River National Bank and the Art Cinema Corporation had called their respective loans to the corporation. The corporation owes to the Bowery & East River National Bank . . $463,418.90

To the Art Cinema Corporation 160,000.00

making a total of $623,418.90

By virtue of a resolution formally adopted at the time when the loan from the Bowery & East River National Bank had been originally obtained, it had been agreed that upon demand of said bank this corporation would call upon the subscribers to the preferred stock for the unpaid balance to the $100,000 stock subscription, for the purpose of repaying

this loan, and that the unpaid balance amounts to $70,000, of the part of each such subscriber to the original issue of preferred stock.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Officers of the Corporation are hereby authorized to call upon the subscribers to pay the balance of the unpaid subscription to the preferred stock as follows:

Mary Pickford	$ 70,000
Douglas Fairbanks	70,000
Charles Chaplin	70,000
G.W.Griffith	70,000
Gloria Swanson	100,000
Joseph M. Schenck	70,000

and it was

FURTHER RESOLVED, that the moneys received by the corporation from the payments of the balance of the unpaid subscriptions shall be applied to liquidate the loan from the Bowery & East River National Bank, amounting to $463,418.90; and it was

FURTHER RESOLVED, that any balance remaining after payment to the Bowery & East River National Bank shall be applied to the indebtedness of the United Artists Corporation, to the Art Cinema Corporation.

Mr. Harry D. Buckley, Vice-President and Director of the corporation, reported that within the last six months he had negotiated and executed on behalf of the corporation a number of new leases. These leases were in various cities throughout the United States and were for the purpose of providing quarters for the different exchanges of the corporation. A number of the leases were re-

newals of prior leases which had expired, others were for new exchanges, and others were new leases for more ample quarters.

Mr. Buckley read a statement of the cities in which the premises were located, giving the details regarding each lease.

Upon motion duly made, seconded and unanimously adopted, it was

> RESOLVED that the corporation hereby ratify and approve and adopt the leases for premises for the various exchanges throughout the United States, made and executed on the behalf of the corporation by its Vice-President, Harry D. Buckley, and it was
>
> FURTHER RESOLVED that Mr. Harry D. Buckley be athorized and empowered to negotiate and execute any and all leases for premises for exchanges of the corporation in the various cities throughout the United States as in his discretion shall appear to be necessary and proper for the business of the corporation.

There being no further business before the meeting, the same was duly adjourned.

MINUTES APPROVED:

Albert D. Baumgardt
Secretary

Joseph M. Schenck

Harry D. Buckley

WAIVER OF NOTICE

of

SPECIAL MEETING OF THE BOARD OF DIRECTORS

of

UNITED ARTISTS CORPORATION.

We, the undersigned, being all the directors of the United Artists Corporation, do hereby waive any and all notice of a special meeting of the Board of Directors of the said corporation to be held on the 11th day of October, 1927, at 4.30 o'clock in the afternoon in the New York office of the corporation, No. 729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, for the purpose of amending the by-laws of the corporation so as to increase the number of directors to eight (8); and to further consider the advisability of amending the by-laws and Certificate of Incorporation so as to increase the number of shares of preferred stock with a par value of ONE HUNDRED ($100) DOLLARS, to 8000 (Eight Thousand) shares; and do consent that any and all business which may legally come before said meeting may be transacted thereat.

Dated, New York, October 11th, 1927.

Joseph M. Schenck

Nathan Burkan

Dennis F. O'Brien

Albert H. Banzhaf

H. D. Buckley

[11 Oct. 1927]

MINUTES OF SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held at the New York office of the corporation, No. 729 Seventh Avenue, City, County and State of New York on the 11th day of October, 1927 at 4.30 o'clock in the afternoon.

There were present at the meeting:

Mr. Joseph M. Schenck
Mr. Dennis F. O'Brien
Mr. Harry D. Buckley
Mr. T. A. Moore
Mr. A.H.T. Banzhaf
Mr. Nathan Burkan

being all, the Board of Directors.

Mr. Joseph M.Schenck presided at the meeting and Mr. Dennis F. O'Brien acted as Secretary.

The Secretary read a Waiver of Notice signed by all of the directors which was ordered filed with the minutes of said meeting, and which is prefixed hereto.

The Chairman stated that the meeting was called for the purpose of amending the by-laws so as to increase the number of directors to eight (8), so as to provide representation to the new members of the corporation; and further to consider the advisability of increasing the number of shares of preferred stock toEight Thousand (8000) shares, with a

par value of ONE HUNDRED ($100.) Dollars per share, so as to provide stock which might be issued to the new members.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED that Article IV, Section 13, of the by-laws of the corporation be and the same hereby is amended to read as follows:

"Article IV, Section 13: Number of Directors: The number of directors of this corporation shall be eight (8)."

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED that the Certificate of Incorporation of the United Artists Corporation be amended by striking out all of the first paragraph of Article Fourth, reading as follows:

"Fourth: The total number of shares authorized to be issued by the corporation is fourteen thousand (14,000). Out of the total number of shares, five thousand (5,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100.) Dollars each".

In lieu thereof, the following shall be inserted:

"Fourth: The total number of shares authorized to be issued by the corporation is seventeen thousand (17,000). Out of the total number of shares of the said total number of shares, eight thousand (8,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100.) Dollars each."

and it was

FURTHER RESOLVED that the said amendment to the to the Certificate of Incorporation of the United Artists Corporation is advisable, and a special meeting of the stockholders of this corporation is hereby called to be held at the office of the corporation at No. 729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, on the 24th day of October, 1927, at 4 o'clock in the afternoon, to

take action upon the foregoing resolutions.

Upon motion duly made, seconded and unanimously adopted, it was

> FURTHER RESOLVED that the proper officers of the corporation, if the stockholders approve of the foregoing amendment to the Certificate of Incorporation increasing the number of shares of the corporation to seventeen thousand (17,000), be and hereby are authorized to file the necessary certificate with the Secretary of the State of Delaware, to effect the change in the Certificate of Incorporation.

The President then stated that an election would be held to fill the two additional places on the Board of Directors created by the resolution adopted at this meeting; that under the laws of the State of Delaware, under which this corporation was created, the Board of Directors had the authority to select the directors for these vacancies until the next regular election of directors by the stockholders.

The following were named to fill the two vacant places on the Board of Directors:

Samuel Goldwyn

Bertram Nayfack

There being no further nominations, nominations were closed. The Chairman of the meeting then called for a vote and Messrs. Goldwyn and Nayfack were declared unanimously elected to the Board of Directors to hold office until the next regular election of directors by the stockholders.

There being no further business before the meeting, on motion duly made, seconded and unanimously adopted, the meeting was adjourned.

Albert W. Banzhaf
Secretary

MINUTES APPROVED:

Joseph M. Schwab

Dennis L. Bren

Walter Burke

TKM

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of the UNITED ARTISTS CORPORATION will be held at the office of the Company, No. 729 Seventh Avenue, in the Borough of Manhattan, City of New York, on the 24th day of October, 1927, at 4.00 o'clock in the afternoon for the purpose of considering an amendment to the Certificate of Incorporation, increasing the total authorized capital stock of the Corporation to 18,000 (Eighteen thousand) shares, of which 9000 (Nine thousand) shares shall be preferred shares with a par value of ONE HUNDRED ($100) DOLLARS per share, and for the transaction of such other business as may properly come before the meeting.

Dated, New York, October 14, 1927.

Albert H. T. Banzhaf

ALBERT H. T. BANZHAF
Secretary

To:

ELTON CORPORATION
PICKFORD CORPORATION
CHARLES CHAPLIN
JOSEPH M.SCHENCK
SWANSON PRODUCING CORPORATION
D.W.GRIFFITH,INC.

MINUTES OF SPECIAL MEETING
OF
STOCKHOLDERS
OF
UNITED ARTISTS CORPORATION.

A Special Meeting of the stockholders of the UNITED ARTISTS CORPORATION was held at the New York Office of the corporation at No.729 Seventh Avenue, Borough of Manhattan, City, County and State of New York, on the 24th day of October, 1927, at 4 o'clock in the afternoon, pursuant to a notice of meeting hereto annexed.

The meeting was called to order and presided over by Mr.Dennis F.O'Brien. Mr. A.H.T.Banzhaf acted as Secretary of the meeting.

Mr.O'Brien first called the role of stockholders and reported that all the common stock of the corporation issued and outstanding was represented in person or by proxy. He also reported that the proxies on file with him had been examined and found to be correct.

The following are the statements of the various stockholders present either in person or by proxy:

The Elton Corporation	by Dennis F.O'Brien Vice-President of The Elton Corporation
Mary Pickford Fairbanks	by Dennis F.O'Brien
Charles Chaplin	by Nathan Burkan
D.W.Griffith, Inc.	by Albert H.T.Banzhaf Secretary of D.W.Griffith, Inc.
Joseph M.Schenck	by Bertram S.Nayfack
Gloria Swanson Production, Inc.	by Thomas A.Moore.

There was presented to the meeting an affidavit of Mr. Benjamin Pepper, dated the 11th day of October, 1927, stating that on the 11th day of October, 1927, he had mailed a copy of the notice of a special meeting of stockholders of the United Artists Corporation to the stockholders thereof.

A copy of the notice, together with the affidavit of Mr. Pepper were ordered to be placed on file.

Upon a motion duly made, seconded and unanimously adopted, the proxies submitted were accepted as being in order, and were ordered filed in the records of the corporation.

Mr. O'Brien stated to the meeting that it was necessary to increase the capital stock of the corporation by increasing the number of shares of preferred stock. A meeting

of the Board of Directors on the 11th day of October, had studied this matter and decided that such action was advisable and necessary, and, pursuant to a resolution adopted at that meeting, the present meeting of the stockholders had been called.

Miss Mary Rusk and Mr. Arthur W. Kelly were appointed judges for the purpose of counting and ascertaining the votes cast for and against said proposed amendment.

The following motion was thereupon made and seconded:

> RESOLVED, that the proposal of the Board of Directors that the Certificate of Incorporation of the United Artists Corporation be amended by striking out all of the first paragraph of Article Fourth, reading as follows:
>
> "Fourth: The total number of shares authorized to be issued by the corporation is fourteen thousand (14,000). Out of the total number of shares, five thousand (5,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100.) Dollars each.",

and in lieu thereof, the following shall be inserted:

> "Fourth: The total number of shares authorized to be issued by the corporation is seventeen thousand (17,000). Out of the total number of shares, eight thousand (8,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100.) Dollars each",

be and the same hereby is adopted and approved and the said Certificate of Incorporation be and it is hereby amended accordingly.

A vote of the stockholders in person or by proxy was taken by ballot for and against said proposed amendment, which vote was counted by Mary W. Rusk and Arthur W.Kelly, the inspectors of election of the corporation, who were appointed judges to count the vote at this meeting; the judges reported that said ballot resulted in the unanimous adoption of the foregoing resolution; 5,000 votes, being all of the shares outstanding entitled to vote, were cast for the proposed amendment, and no votes were cast against the same. The judges presented their certificates to this effect.

There being no further business before the meeting, on motion duly made, seconded and unanimously adopted, the meeting was adjourned.

Albert W. Banzhaf
Secretary

MINUTES APPROVED:

Mary Pickford Fairbanks
by Dennis F. O'Brien Proxy
Douglas Fairbanks and Elton Corp
per Dennis F. O'Brien - Proxy

[illegible]
by Vachan Dunkle Proxy
D. W. Griffith Inc
G. Albert W. Banzhaf
Proxy

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

WE, the undersigned, Inspectors of Election, duly appointed to act at the meeting of the stockholders of the UNITED ARTISTS CORPORATION, held on the 24th day of October, 1927, being severally duly sworn, do depose and say, and each for himself deposes and says, that he will faithfully execute the duties of Inspector at such meeting, with strict impartiality and according to the best of his ability.

Sworn to before me, this
day of October, 1927.

Notary

Sumner W. Taylor

SUMNER W. TAYLOR
Queens County Clerk's No. 2960
Queens County Register's No. 5482
New York County Clerk's No. 235
New York County Register's No. 9250
My Commission Expires March 30, 1929

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21st day of October, 1927, before me personally appeared MARY RUSK and ARTHUR W. KELLY, to me known and known to me to be the individuals described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Samuel W. Taylor

SAMUEL W. TAYLOR

We, the undersigned, duly appointed judges for the purpose of counting and ascertaining the votes cast for and against the amendment to the Certificate or Incorporation of the United States Corporation, proposed at the meeting held October 14, 1927, do hereby certify as follows:

That the meeting of the stock holders of the said corporation was held on the 14th day of October 1927, at 4 o'clock in the afternoon, pursuant to due notice.

That before entering into the discharge of our duties we were severally sworn and oaths taken as hereto annexed.

The result of the vote taken at the said meeting on the proposed amendment resulted in the unanimous adoption of the foregoing resolution, 5000 votes, being all of the shares outstanding entitled to vote, were cast for the proposed amendment, and no vote being cast against the same.

In Witness Whereof we have made and signed this certificate this 14th day of October, 1927.

A W [illegible]

M R [illegible]

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BENJAMIN PEPPER, being duly sworn, deposes and says that he is over the age of 21 years. That, on the 14th day of October, 1927, he mailed a copy of the notice of the special meeting of stockholders of UNITED ARTISTS CORPORATION, a duplicate of which is hereto annexed, to the following stockholders at the following addresses:

Swanson Producing Corporation:	520 Fifth Ave., New York City.
Pickford Corporation:	7200 Santa Monica Blvd., Hollywood, Calif.
The Elton Corporation	7200 Santa Monica Blvd., Hollywood, Calif.
Charles Chaplin	c/o Chaplin Studios, 1416 La Brea St., Hollywood, Calif.
D.W.Griffith, Inc,,	1476 Broadway, New York City.
Joseph M.Schenck	c/o United Artists Studios, Hollywood, Calif.

by depositing a copy of said notice enclosed in a regularly sealed post-paid wrapper addressed to each of the persons at the above respective addresses, in the post office box in the Knickerbocker Building, 152 West 42nd Street, Borough of Manhattan, City, County and State of New York.

Sworn to before me
this 14th day of October, 1927.

Benjamin Pepper.

KNOW ALL MEN BY THESE PRESENTS:

That I, GLORIA SWANSON, do hereby constitute and appoint ~~DENNIS T. O'BRIEN~~ Thomas A. Moore to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at a special meeting of the stockholders of said corporation to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as I might or could do were I personally present at such meeting and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In witness whereof, I set my hand and seal this 14th day of October, 1927.

Dated

Gloria Swanson

KNOW ALL MEN BY THESE PRESENTS:

That I, MARY PICKFORD FAIRBANKS, do hereby constitute and appoint DENNIS F.O'BRIEN to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at a special meeting of the stockholders of said corporation to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as I might or could do were I personally present at such meeting and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I set my hand and seal this 14th day of October, 1927.

Dated

Mary Pickford Fairbanks

for Dennis F. O'Brien

Attorney-in-fact for Mary Pickford Fairbanks

KNOW ALL MEN BY THESE PRESENTS:

That THE ELTON CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, by its duly authorized officers, does hereby constitute and appoint DENNIS F. O'BRIEN, its lawful attorney, substitute and proxy for it and in its name, to vote upon all the stock held by it in the UNITED ARTISTS CORPORATION at the special meeting of stockholders of such corporation, to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as fully and with the same effect as any officer of the corporation might or could do were the corporation personally represented at such meeting.

In Witness Whereof, THE ELTON CORPORATION, has hereunto caused these presents to be executed by its duly authorized officers and the seal of the corporation to be affixed thereto.

Dated, New York,
October 14 1927.

THE ELTON CORPORATION

By Dennis F. O'Brien

ATTEST:

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 14th day of October, 1927, before me personally came DENNIS F. O'BRIEN, to me known and who being by me duly sworn, did depose and say that he resides in Yonkers, New York; that he is the vice-president of THE ELTON CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

Lillian F. McMahon

LILLIAN F. McMAHON
Notary Public
Orange Co. Clerk's No. 1107
Bronx Co. Register's No. 2617
New York County Clerk's No. 199
New York Co. Register's No. 9144
Term Expires March 30, 1929

KNOW ALL MEN BY THESE PRESENTS

That I, JOSEPH M. SCHENCK do hereby constitute and appoint BERTRAM B. NAYFACK, to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at the special meeting of stockholders of such corporation, to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting, and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I have hereunto set my hand and seal this 15th day of October, 1927.

Joseph M Schenck
by Bertram Nayfack
atty in fact

In the presence of:
Nida Spitz

KNOW ALL MEN BY THESE PRESENTS:

That D.W.GRIFFITH, INC., a corporation duly organized and existing under the laws of the State of New York, by its duly authorized officers, does hereby constitute and appoint ALBERT H.T.BANZHAF, its lawful attorney, substitute and proxy for it and in its name to vote upon all the stock held by it in the UNITED ARTISTS CORPORATION at the special meeting of stockholders of such corporation, to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as fully and with the same effect as any officer of the corporation might or could do were the corporation personally represented at such meeting.

In Witness Whereof, D.W.GRIFFITH INC., has hereunto caused these presents to be executed by its duly authorized officers and the seal of the corporation to be affixed thereto.

Dated New York,
October 31st 1927.

D.W. GRIFFITH INC.

By D.W. Griffith

ATTEST:

Albert H.T. Banzhaf

Secretary.

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 31st day of October, 1927, before me personally came ALBERT H.T.BANZHAF, to me known and who being by me duly sworn, did depose and say that he resides in Larchmont, New York; that he is the secretary of the corporation, D.W.GRIFFITH, INC., the corporation described in and which executed the foregoing instrument; that he knows the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

Lydus Franke

Notary Public, New York County
N.Y.Co. Clks.No. 344, Reg.No. 8196
Certificate filed in Kings Co.
Kings Co.Clks No. 138, Reg.No. 8196
Commission expires March 30, 1928

KNOW ALL MEN BY THESE PRESENTS

That I, CHARLES CHAPLIN, do hereby constitute and appoint NATHAN BURKAN, to be my lawful attorney, substitute and proxy for me and in my name, to vote upon all the stock held by me in the UNITED ARTISTS CORPORATION, at the special meeting of stockholders of such corporation, to be held on the 24th day of October, 1927, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting, and I hereby revoke any proxy or proxies heretofore given by me to any person or persons whatsoever.

In Witness Whereof, I have hereunto setmy hand and seal this day of , 1927.

Charles Chaplin

In the Presence of:

Clifford Reeves.

DELAWARE

CERTIFICATE OF AMENDMENT

-of-

CERTIFICATE OF INCORPORATION

-of-

UNITED ARTISTS CORPORATION

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10,1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on the 17th day of April,1919, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on the 17th day of April, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said UNITED ARTISTS CORPORATION, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

> RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by striking out all of the first paragraph of Article Fourth,reading as follows:
>
> "Fourth: The total number of shares authorized to be issued by the corporation is fourteen thousand (14,000). Out of the total number of shares, five thousand (5,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100). DOLLARS each."

In lieu thereof, the following shall be inserted:

"Fourth: The total number of shares authorized to be issued by the corporation is seventeen thousand (17,000). Out of the total number of shares of the

said total number of shares, eight thousand (8,000) shall be preferred shares. The preferred shares shall have a par value of ONE HUNDRED ($100.) DOLLARS each."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said UNITED ARTISTS CORPORATION was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company, in the City of New York, State of New York, on the 24th day of October, 1927, at four (4:00) o'clock in the afternoon, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Miss Mary Rusk and Mr. Arthur W. Kelly, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted pursuant to Section 26 of the

General Corporation Law of Delaware, as amended; the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation voting for said amendment to wit: 5,000 shares out of the total issue of 5,000 shares were voted for said proposed amendment and no shares were voted against the same, as appears by the certificate made by said Judges.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by DENNIS F. O'BRIEN, its Vice-President, and ALBERT H. T. BANZHAF, its Secretary, this 5th day of December, 1927.

UNITED ARTISTS CORPORATION

BY DENNIS F. O'BRIEN
Vice-President

UNITED ARTISTS CORPORATION
INCORPORATED 1919
DELAWARE.

BY ALBERT H. T. BANZHAF
Secretary

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 5th day of December, A.D. 1927, personally came before me, a Notary Public, in and for the County and State aforesaid,

DENNIS F. O'BRIEN, Vice-President, and ALBERT H. T. BANZHAF, Secretary of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and they, the said DENNIS F. O'BRIEN, as such Vice-President, and ALBERT H. T. BANZHAF, as such Secretary, duly executed said certificate before me and severally duly acknowledged the said certificate to be their act and deed and the act and deed of said corporation; that the signatures of the said Vice-President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said Vice-President and Secretary of said company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that their act of sealing, executing, acknowledging, and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Lillian E. McMahon
Notary Public
Queens County.

LILLIAN E. McMAHON
Notary Public.

Lillian E. McMahon
Notary Public
Queens Co. Clerk's No. 1127
Queens Co. Register's No. 3617
New York County Clks. No. 193
New York Co. Register's No. 9144

 TERM EXPIRES MARCH 30, 1929.

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION.

WE, the undersigned, being all Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said corporation, to be held on the First day of November, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York, for the purpose of approving the action of the officers in increasing the percentage of the distribution charge in GERMANY from forty (40) to fifty (50) percent, and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated November 1st, 1927.

Joseph M. Schenck

Dennis F. O'Brien

[illegible]

[illegible]

Albert W. Moans, Chef

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-OF-

UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York office of the Corporation, No.729 Seventh Avenue, City, County and State of New York on the First day of November, 1927, at 4 o'clock in the afternoon.

There were present:

DENNIS F.O'BRIEN
HARRY D.BUCKLEY
ALBERT H.T.BANZHAF
NATHAN BURKAN

being the majority of the Board.

Mr. Buckley presided at the meeting and Mr. O'Brien acted as Secretary.

The Secretary read Waiver- of Notice signed by all of the directors, which was ordered filed with the Minutes of said meeting and which is prefixed hereto.

The Chairman stated that the meeting was called for the purpose of approving the action of the officers

of the Corporation in increasing the percentage of the distribution charge in GERMANY from forty (40) to fifty (50) percent.

He further stated that this action had been approved by all the stock-holders.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the action of the officers of the corporation in increasing the percentage of the distribution charge in GERMANY from forty(40) to fifty (50) percent, effective as ofSeptember 3rd, 1927, be and the same hereby is ratified and approved as of said date.

There being no further business before the meeting, same was duly adjourned.

MINUTES APPROVED:

Secretary.

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION.

WE, the undersigned, Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a Special Meeting of the Board of Directors of the said corporation, to be held on the 4th day of November, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, No. 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York for the purpose of adopting resolutions relative to the changes in the bank accounts of the various branches, caused by the change in the sales policy of the corporation, and to designate various persons authorized to draw on these new accounts, and do consent that any and all business which may legally come before said meeting may be transacted thereat.

Dated November 4th, 1927.

Joseph M. Schenck

Nathan Burkan

Dennis F. O'Brien

[illegible]

Albert H. Banzhaf

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York Office of the Corporation, No. 729 Seventh Avenue, City, County and State of New York, on the 4th day of November, 1927, at 4:00 o'clock in the afternoon, pursuant to waiver of notice, hereto prefixed.

There were present:

DENNIS F. O'BRIEN
NATHAN BURKAN
HARRY D. BUCKLEY
ALBERT H. T. BANZHAF

being the majority the Directors of the Corporation.

Mr. Buckley presided at the meeting and Mr. Banzhaf acted as Secretary of the meeting.

Mr. Buckley stated that due to the change in the sales policy of the corporation, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in all depositories of this corporation be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account.

and, it was further

RESOLVED, that all banks which are or have been depositories of the United Artists Corporation Sales Manager's Account, shall be notified of said change in designation.

and, it was further

RESOLVED, that the authority heretofore vested in William Rosenthal to draw against the United Artists Corporation Sales Manager's Account with The Cleveland Trust Company, Cleveland, Ohio, be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that Miss Esther Goldberg is hereby authorized to draw against the account of the United Artists Corporation Office Manager's account with The Cleveland Trust Company, Cleveland, Ohio, by means of checks, drafts or other instruments when said instrument is signed by Esther Goldberg, Office Manager.

and, it was further

RESOLVED, that the authority heretofore vested in Harry L. Gold to draw against the United Artists Corporation Sales Manager's Account with The Washington Bank and Savings Co. of Cincinnati, Cincinnati, Ohio, be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that Mrs. H.N.Youngheart is hereby authorized to draw against the account of the United Artists Corporation Office Manager's account with The Washington Bank and Savings Co. of Cincinnati, Cincinnati, Ohio, by means of checks, drafts or other instruments when said instrument is signed by H.N.Youngheart, Office Manager.

and, it was further

RESOLVED, that the authority heretofore vested in Guy F. Navarre to draw against the account of the United Artists Corporation Sales Manager's Account with the Metropolitan National Bank, Minneapolis, Minn. be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that Herb. Hayman is hereby authorized to draw against the account of the United Artists Corporation Office Manager's account with the Metropolitan National Bank, Minneapolis, Minn. by means of checks, drafts or other instruments when said instrument is signed by Herb. Hayman, Office Manager.

and, it was further

RESOLVED, that the authority heretofore vested in J.S.Abrose to draw against the United Artists Corporation Sales Manager's account with the First National Bank of Omaha, Omaha, Nebraska be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that D. V. McLucas is hereby authorized to draw against the account of the United Artists Corporation Office Manager's account with the First National Bank of Omaha, Omaha, Nebraska, by means of checks, drafts or other instruments when said instrument is signed by D.V.McLucas, Office Manager.

and, it was further

RESOLVED, that the authority heretofore vested in J.E.Luckett to draw against the United Artists Corporation Sales Manager's account with the American Exchange National Bank, Dallas, Texas, be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that Doak Roberts is hereby authorized to draw against the account of the United Artists Corporation Office Manager's account with the American Exchange National Bank, Dallas, Texas, by means of checks, drafts or other instruments when said instrument is signed by Doak Roberts, Office Manager.

and, it was further

RESOLVED, that any United Artists Corporation Office Manager's Account in any of the depositories of the said Corporation may be drawn against by check, draft or other instrument when signed by any two officers of the Corporation, one of whom shall be either the President, Vice-President or Treasurer.

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

UNITED ARTISTS CORPORATION

WE, the undersigned, Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a Special Meeting of the Board of Directors of the said corporation, to be held on the 14th day of November, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, No. 729 Seventh Avenue, in the Borough of Manhattan, City, County and State of New York, for the purpose of adopting resolutions to designate bank depositories of the funds of the corporation in South America, and to designate various persons authorized to draw on these new accounts and do consent that any and all business which may legally come before said meeting may be transacted thereat.

Dated November 11th, 1927.

Joseph M. Schenck

[illegible]

Dennis F. O'Brien

[illegible]

[illegible]

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION OF DELAWARE was held at the New York office of the corporation, 729 Seventh Avenue, City, County and State of New York, on the 14th day of November, 1927, at 4 o'clock in the afternoon, pursuant to waiver of notice, hereto prefixed.

There were present:

DENNIS F.O'BRIEN
NATHAN BURKAN
HARRY D. BUCKLEY
ALBERT H.T.BANZHAF

being the Directors of the Corporation.

Mr.Buckley presided at the meeting and Mr.Banzhaf acted as Secretary of the meeting.

Mr. Buckley stated that it was necessary to adopt certain resolutions designating the depositories of the corporation in Rio de Janeiro and Sao Paulo and to authorize the proper persons associated with the Corporation to draw on these accounts. Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED: that the Rio de Janeiro branch of the National City Bank of New York is hereby designated as a depository of the United Artists Corporation of Delaware for the funds of the said Corporation in such account or accounts as the duly authorized attorney-in-fact, ENRIQUE BAEZ, and A.A. LOWE, - a cashier of said corporation shall jointly determine, and the said bank is hereby authorized to receive deposits in said account or accounts as may be jointly opened by the said ENRIQUEZ BAEZ and the said A.A.LOWE, and to make payments from said account or accounts upon proper instruments when duly signed or endorsed by the authorized officers or agents of the United Artists Corporation of Delaware.

and, it was further

RESOLVED: that ENRIQUE BAEZ, Attorney-in-fact, and A.A.LOWE, a Cashier of this corporation, are jointly authorized to sign any and all checks, drafts and orders, and draw against funds standing to the credit of the UNITED ARTISTS CORPORATION of Delaware with said Rio de Janeiro branch of the National City Bank of New York, and the said bank is hereby authorized to honor any and all checks drafts and orders when so jointly signed by ENRIQUE BAEZ, as Attorney-in-fact, and A.A.LOWE, as Cashier, including instruments drawn to the individual order of any officer signing the same without further inquiry as to the authority of said officers or use of said checks, drafts and orders.

and, it was further

RESOLVED: that the Sao Paulo branch of the National City Bank of New York, be and it is hereby designated as a depository of the United Artists Corporation of Delaware for the funds of the said Corporation in such account or accounts as the duly authorized attorney-in-fact ENRIQUE BAEZ, and VIRGILIO CASTELLO, as sales manager of the Sao Paulo branch of this corporation, shall jointly determine, and the said bank is hereby authorized to receive deposits in said account or accounts as may be jointly opened by the said ENRIQUE BAEZ and VIRGILIO CASTELLO, and to make payments from said account or accounts upon proper instruments when duly signed or endorsed by the authorized officers or agents of the United Artists Corporation of Delaware.

and, it was further

RESOLVED: that ENRIQUE BAEZ, Attorney-in-fact and VIRGILIO CASTELLO, Sales Manager of the Sao Paulo branch, of this corporation, are jointly authorized to sign any and all checks, drafts and orders and draw against any funds standing to the credit of the UNITED ARTISTS CORPORATION with said Sao Paulo branch of the National City Bank of New York, and the said bank is hereby authorized to honor any and all checks, drafts and orders when so jointly signed by ENRIQUE BAEZ as attorney-in-fact, and VIRGILIO CASTELLO, as Sales Manager of the Sao Paulo branch of this corporation, including instruments drawn to the individual order of any officer signing the same without further inquiry as to the authority of said officers or use of said checks, drafts and orders.

and, it was further,

RESOLVED: that all funds on deposit to the credit of the United Artists Corporation of Delaware with the National City Bank of New York, in the Rio de Janeiro branch and the Sao Paulo branch of said bank, and all accounts in the name of said corporation existing in the said branches of the National City Bank of New York which have been opened by any representatives of the said United Artists Corporation, may be drawn against by check, draft, order, or other commercial instrument when signed by any two of the officers of the said United Artists Corporation of Delaware, one of whom however, shall be the President, Vice-President or Treasurer.

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

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_____

_____

_____

_____

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

WE, the undersigned, being all Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said corporation, to be held on the 28th day of November, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue, in the Borough of Manhattan, City of New York, to be held for the purpose of ratifying, approving and adopting the action of ARTHUR W. KELLY, Vice-President and Treasurer of this Corporation, in guaranteeing on the behalf of this corporation a loan of Two Hundred Thousand and 00/100 Dollars ($200,000) made by the Guaranty Trust Company to the Allied Artists Corporation Ltd., and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated, November 28th, 1927.

Joseph M. Schenck

Dennis F. O'Brien

H. D. Bulley

Albert W. Weinschenk

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS.

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York Office of the Corporation, No. 729 Seventh Avenue, City, County and State of New York, on the 28th day of November, 1927, at 4 o' clock in the afternoon.

There were present:

DENNIS F. O'BRIEN
HARRY D. BUCKLEY
ALBERG H.T.BANZHAF
NATHAN BURKAN

being the majority of the Board.

Mr.Buckley presided at the meeting and Mr. O'Brien acted as Secretary.

Mr.Buckley stated to the meeting a loan in the sum of Two Hundred Thousand and oo/loo Dollars ($200,000) had been made by the Guaranty Trust Company to the Allied Artists Corporation, Ltd. on the 2nd day of November, 1927. Under the terms of the loan, it was agreed, and the Allied Artists Corporation, Ltd. did furnish to the Guaranty Trust Company of New York, its note in the sum of Two Hundred Thousand and 00/100 Dollars, the term of said note being 90 days, which is the period of the loan, and the rate of interest upon the loan is 5 per cent (5%) per annum. The borrowing corporation has the privilege of renewal of the note at the expiration of the ninety days. It is

also a condition of this loan that the United Artists Corporation, by its proper officers is to guarantee the re-payment of the loan to the Guaranty Trust Company. In accordance therewith, Mr. Arthur W. Kelly, Vice-President and Treasurer of the United Artists Corporation, on November 19th 1927, on behalf of the Corporation, executed a formof agreement, a copy of which is now submitted to the meeting for the purpose of ratifying, approving and adopting Mr. Kelly's action.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the action of Arthur W. Kelly, Vice-President and Treasurer of this Corporation, in executing on the behalf of the Corporation a guaranty to the Guaranty Trust Company for the repayment of the loan of $200,000 (Two hundred thousand and oo/100 Dollars, made on November 2nd 1927 to the Allied Artists Corporation, in the form given below, is approved and ratified, and the said guaranty adopted by this corporation. The form of guaranty being as follows:

" TO THE GUARANTY TRUST COMPANY OF NEW YORK:

WHEREAS we, UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Delaware, own the entire capital stock of ALLIED ARTISTS CORPORATION, LTD., London, England, and

WHEREAS, at our request the Guaranty Trust Company of New York, on the 2nd day of November, 1927, loaned to the Allied Artists Corporation, Ltd. the sum of Two Hundred Thousand Dollars ($200,000) the repayment of which we agreed to guarantee, which guaranty to be thereafter reduced to writing, which is now accordingly done,

NOW,THEREFORE, pursuant to the premises and in consideration of the sum of One Dollar ($1.00) in hand paid to us by Guaranty Trust Company of New York, receipt whereof is hereby acknowledged, we do hereby, for ourselves, our successors and assigns, unconditionally guarantee to the Guaranty Trust Company of New York, its successors, en-

dorsees and assigns, the prompt payment of said loan, and hereby consent that the collateral to such loan, if any, in whatever form, may be exchanged or surrendered free or under any agreement from time to time, and the time of payment of said loan may be extended or renewed from time to time , without notice to or further assent from us, and that we will remain bound upon this guaranty notwithstanding such changes, surrender and extensions.

We hereby ratify, assent to and adopt the terms and conditions of any notes or agreements, verbal or written, in connection with said loan and waive demand of payment, protest and notice of dishonor; notice of acceptance of this guaranty is also waived.

All rights arising under this agreement shall be determined according to the laws of the State of New York.

In WITNESS WHEREOF we have hereunto set our hand and seal this 9th day of November, 1927.

UNITED ARTISTS CORPORATION

BY (Sgd) Arthur W.Kelly
Vice-President.

ATTEST:

Sgd. F.A. Beach,
Asst.Secy"

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

WAIVER OF NOTICE OF SPECIAL MEETING

-of-

THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION.

WE, the undersigned, being all Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said corporation, to be held on the 29th day of November, 1927 at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue, in the Borough of Manhattan, City of New York, relative to the change in the bank accounts in the various branches caused by the change in the sales policy of the corporation, and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated November , 1927

Joseph M. Schenck

Gaetano Bonheur

Dennis F. O'Brien

[illegible]

Albert A. Banzhaf

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York office of the Corporation, No. 729 Seventh Avenue, City, County and State of New York, on the 29th day of November, 1927, at 4 o'clock in the afternoon.

There were present:

DENNIS F. O'BRIEN
HARRY D. BUCKLEY
ALBERT H. T. BANZHAF
NATHAN BURKAN

being the Majority of the Board.

Mr. Buckley presided at the meeting and Mr. O'Brien acted as Secretary.

Mr. Buckley stated that due to the change in the sales policy of the organization, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Keystone National Bank of Pittsburgh, Pennsylvania be discontinued and that the said account heretofore known as Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account",

and, it was further

RESOLVED, that authority heretofore vested in C. E. Moore, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against United Artists Corporation Office Manager's Account with the said Keystone National Bank of Pittsburgh, Pennsylvania, be and the same hereby is revoked and terminated,

and, it was further

RESOLVED, that Mrs. A. S. Zeigler is hereby authorized to draw against the account of the United Artists Corporation ~~Office Manager's~~ Account with the Keystone National Bank of Pittsburgh, Pennsylvania, by means of check, draft or other instrument when said instrument is signed by said Mrs. A. S. Zeigler as Office Manager.

and, it was further

RESOLVED, that the Columbia National Bank of Washington, D.C., be and it hereby is designated as a depository of the United Artists Corporation, ~~Crew~~ Manager's Account and the said bank be and it hereby is authorized to receive deposits in said account and make payments from said account by instruments properly signed by authorized officers or agents of the United Artists Corporation,

and, it was further

RESOLVED, that W. G. Carmichael is hereby authorized to draw against said United Artists ~~Crew~~ District Sales Manager's account by means of check, draft or other instrument when said instrument is signed by W. G. Carmichael, ~~Crew~~ District Sales Manager,

and, it was further

RESOLVED, that said United Artists Corporation ~~Crew~~ District Sales Manager's Account may be drawn against by check, draft or other instrument when signed by any two of the officers of the Corporation, one of whom shall be either the President,

Vice-President or Treasurer.

There being no further business before the meeting the same was duly adjourned.

Albert V. Banzhaf
Secretary

MINUTES APPROVED:

Nathan Bruckner
Dennis F. O'Brien
H. Buckley

WAIVER OF NOTICE
of
SPECIAL MEETING
of
THE BOARD OF DIRECTORS
of
UNITED ARTISTS CORPORATION.

WE, the undersigned being all Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said corporation, to be held on the 30th day of November, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue, in the Borough of Manhattan, City of New York, relative to the change in the bank accounts in the various branches caused by the change in the sales policy of the corporation, and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated ,1927.

Joseph M. Schenck

Nathan Burkan

Dennis F. O'Brien

[illegible]

Albert W. Berry Esq

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York office of the Corporation, No. 729 Seventh Avenue, City, County and State of New York, on the 30th day of November, 1927, at 4 o'clock in the afternoon.

There were present:

DENNIS F. O'BRIEN
HARRY D. BUCKLEY
ALBERT H.T.BANZHAF
NATHAN BURKAN

being the Majority of the Board.

Mr.Buckley presided at the meeting and Mr.O'Brien acted as Secretary.

Mr.Buckley stated that due to the change in the sales policy of the organization, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in The Fulton National Bank of Atlanta, Atlanta, Ga. be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter

be known and designated as "United Artists Corporation Office Manager's Account."

and, it was further

RESOLVED, that authority heretofore vested in W.O?Carmichael, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against United Artists Corporation Office Manager's Account with the said Fulton National Bank of Atlanta, Atlanta, Ga. be, and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that F.J.Paskert, is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the Fulton National Bank of Atlanta, Atlanta, Ga. by means of check, draft or other instrument when said instrument is signed by said F.J.Paskert, as Office Manager.

and, it was further

RESOLVED, that the use of the designation United Artists Corporation Sales Manager's Account" in the American Trust Company, Charlotte, N.C. be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account".

and, it was further

RESOLVED, that authority heretofore vested in C.E. Peppiatt, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account, or against United Artists Corporation Office Manager's Account with the said American Trust Company, Charlotte, N.C. be and the same hereby is revoked and terminated.

and, it was further

RESOLVED, that (Miss) L.Short is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the American Trust Company, Charlotte, N.C. by means of check, draft or other instrument when said instrument is signed by said L.Short, as Office Manager.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Franklin National Bank, Washington, D.C. be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account."

and, it was further

RESOLVED, that A.M.Weinberger is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the Franklin National Bank, Washington, D.C. by means of check, draft or other instrument when said instrument is signed by said A.M. Weinberger, as Office Manager.

and, it was further

RESOLVED, that the "United Artists Corporation Office Manager's Account" in any of the depositories of this corporation may be drawn against by check, draft, or other instrument when signed by any two of the officers of the corporation, one of whom however, shall be either the President, Vice-President, or Treasurer.

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

Dennis F. O'Brien

WAIVER OF NOTICE
of
SPECIAL MEETING
of
THE BOARD OF DIRECTORS
of
UNITED ARTISTS CORPORATION

We, the undersigned being all Directors of the UNITEDARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said Corporation, to be held on the 12th day of December, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue in the Borough of Manhattan, City of New York, for the purpose of authorizing the necessary changes in the bank accounts in the various branches caused by the change in the sales policy of the corporation, and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated December 12 1927.

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MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York office of the Corporation, No.729 Seventh Avenue, City, County and State of New York, on the 12th day of December, 1927, at 4 o'clock in the afternoon.

There were present:

DENNIS F.O'BRIEN
HARRY D. BUCKLEY
ALBERT H.T.BANZHAF
NATHAN BURKAN

being the majority of the Board.

Mr.Buckley presided at the meeting and Mr.O'Brien acted as Secretary.

Mr.Buckley stated that due to the change in the sales policy of the organization, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the use of the designation "United Artists Corporation, Sales Manager's Account" in the Exchange Trust Company, Boston, Mass., be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's

Account". This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that authority heretofore vested in H.E.Lotz, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against the United Artists Corporation Office Manager's Account with the said Exchange Trust Company, Boston, Mass., be and the same hereby is revoked and terminated. This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that Miss Florence Leighton is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the Exchange Trust Company of Boston, Mass. by means of check, draft or other instrument when said instrument is signed by the said Florence Leighton, as Office Manager. This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Casco Mercantile Trust Co., Portland, Me. be discontinued and that the said account heretofore known and designated as "United Artists Corporation Office Manager's Account", This resolution is effective as of December 5th, 1927. The Sales Manager's account shall hereafter be known and designated as

and, it was further

RESOLVED, that M.J.Garrity, is Hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the Casco Mercantile Trust Co. Portland, Me. by means of check, draft or other instrument when said instrument is signed by the said M.J.Garrity, as Office Manager, This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Mechanics Bank of New Haven, New Haven, Conn. be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account". This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that the authority heretofore vested in Saul Resnick, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against the United Artists Corporation Office Manager's Account with the said Mechanics Bank of New Haven, New Haven, Conn. be and the same hereby is revoked and terminated. This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that Miss Mary O'Brien is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the said Mechanics Bank of New Haven, New Haven, Conn. by means of check, draft or other instrument when said instrument is signed by said Mary O'Brien, as Office Manager. This resolution is effective as of December 5th, 1927.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the American Exchange Irving Trust Co. New York, be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account". This resolution is effective as of November 28th, 1927.

and, it was further

RESOLVED, that authority vested heretofore in Moe Streimer, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against United Artists Corporation Office Manager's Account with the said American Exchange Irving Trust Company of New York, be and the same hereby is revoked and terminated. This resolution is effective as of November 28th, 1927.

and, it was further

RESOLVED, that Nathan Beier is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the American Exchange Irving Trust Company, New York, by means of check, draft, or other instrument when said instrument is signed by said Nathan Beier, as Office Manager. This resolution is effective as of November 28th, 1927.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Marine Trust Company, Bank of Buffalo Branch, Buffalo, New York, be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account". This resolution is effective as of November 28th 1927.

and, it was further

RESOLVED, that authority heretofore vested in George Moeser, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against United Artists Corporation Office Manager's Account, with the said Marine Trust Company, Bank of Buffalo Branch, Buffalo, New York, be and the same hereby is revoked and terminated. This resolution is effective as of November 28th 1927.

and, it was further

RESOLVED, that Frank J.Young is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the said Marine Trust Company, Bank of Buffalo Branch, Buffalo, New York, by means of check, draft or other instrument when said instrument is signed by Frank J.Young as Office Manager, This resolution is effective as of November 28th 1927.

and, it was further

RESOLVED, that the "United Artists Corporation Office Manager's Account" in any of the depositories of this corporation may be drawn against by check, draft, or other instrument when signed by any two of the officers of the corporation, one of whom, however, shall be either the President, Vice-President or Treasurer.

and, it was further

RESOLVED, that the CHELSEA EXCHANGE BANK of New York,N.Y. be and it hereby is designated as a depository of the"United Artists Corporation District Sales Manager's Account", and the said bank be and it hereby is authorized to receive deposits in said account and make payments from said account by instruments properly signed by authorized officers or agents of the United Artists Corporation.

and, it was further

RESOLVED, that J.von Tilzer is hereby authorized to draw against said "United Artists Corporation District Sales Manager's Account", by means of check, draft or other instrument when said instrument is signed by J.von Tilzer, District Sales Manager.

and, it was further

RESOLVED, that said United Artists Corporation District Sales Manager's Account may be drawn against by check, draft or other instrument when signed by any two of the officers of the corporation, one of whom shall be either the President, Vice-President, or Treasurer.

There being no further business before the meeting, the same was duly adjourned.

Secretary.

MINUTES APPROVED:

WAIVER OF NOTICE OF SPECIAL
MEETING OF THE BOARD
OF DIRECTORS
-of-
UNITED ARTISTS CORPORATION

We, the undersigned, being all the Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said Corporation, to be held on the 14th day of December, 1927, at 4 o'clock P.M. at the office of the Corporation, 729 Seventh Avenue, in the Borough of Manhattan, City of New York, for the purpose of authorizing necessary changes in the bank accounts in certain depositories of this Corporation, caused by changes in the staff of the Corporation, and by changes in the sales policy of the Corporation, and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated, December 14, 1927.

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

-of-

UNITED ARTISTS CORPORATION

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION, was held at the New York Office of the Corporation, 729 Seventh Avenue, City, County and State of New York, on the 14th day of December, 1927, at 4 o'clock P.M.

There were present:

DENNIS F.O'BRIEN
HARRY D.BUCKLEY
ALBERT H. T. BANZHAF
NATHAN BURKAN

being the majority of the Board.

Mr. Buckley presided at the meeting and Mr.O'Brien acted as Secretary.

Mr. Buckley stated that due to the change in the sales policy of the organization, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the authority heretofore vested in MR. EDWARD MULLEN, as Treasurer, to draw against the account of the UNITED ARTISTS CORPORATION SALES

MANAGER'S ACCOUNT with the AMERICAN COLONIAL BANK OF PORTO RICO, San Juan, be, and the same hereby is revoked and terminated, and it is further

RESOLVED, that MR. J. BRU BALLESTER, Sales Manager, is hereby authorized to draw against the account of the UNITED ARTISTS CORPORATION SALES MANAGER'S ACCOUNT with THE AMERICAN COLONIAL BANK OF PORTO RICO, San Juan, by means of checks, drafts or other instruments, when said instruments are signed by said J. BRU BALLESTER as Sales Manager. This resolution is effective as of December 12, 1927; and it is further

RESOLVED that the OLD COLONY TRUST COMPANY, of Boston, Mass, be, and it hereby is designated as a depository of the United Artists Corporation District Sales Manager's Account, and the said Bank is hereby authorized to receive deposits in said account, and also to make payments from said account by instruments, when properly signed or endorsed by authorized officers, or agents of the United Artists Corporation; and it is further

RESOLVED that H. E. LOTZ, District Manager, is hereby authorized to draw against said United Artists Corporation District Sales Manager's Account with the OLD COLONY TRUST COMPANY, of Boston, Mass., by means of check, draft or other instrument when said instru-

ment is signed by the said H. B. LOTZ, as District Sales Manager; and it is further

RESOLVED, that the UNITED ARTISTS SALES MANAGER ACCOUNTS and the UNITED ARTISTS CORPORATION DISTRICT MANAGER'S ACCOUNTS may be drawn against by check or draft or other instrument, when signed by any two officers of the Corporation, one of whom shall be either President, Vice-President or Treasurer.

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

WAIVER OF NOTICE
of
SPECIAL MEETING
of
THE BOARD OF DIRECTORS
of
UNITED ARTISTS CORPORATION

We, the undersigned being all Directors of the UNITED ARTISTS CORPORATION, do hereby waive any and all notice of a special meeting of the Board of Directors of the said Corporation, to be held on the 16th day of December, 1927, at 4 o'clock in the afternoon, at the New York office of the corporation, at 729 Seventh Avenue, in the Borough of Manhattan, City of New York, for the purpose of authorizing the necessary changes in the bank accounts in the various branches caused by the change in the sales policy of the corporation and do consent that any other business which may legally come before such meeting may be transacted thereat.

Dated December 16th, 1927.

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MINUTES OF A SPECIAL MEETING
OF THE BOARD OF
DIRECTORS

- of the-

UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of the UNITED ARTISTS CORPORATION was held at the New York Office of the Corporation, No. 729 Seventh Avenue, City, County and State of New York, on the 16th day of December, 1927, at 4 o'clock in the afternoon.

There were present:

DENNIS F. O'BRIEN
HARRY D. BUCKLEY
ALBERT H. T. BANZHAF
NATHAN BURKAN

being the majority of the Board.

Mr. Buckley presided at the meeting and Mr. O'Brien acted as Secretary.

Mr. Buckley stated that due to the change in the sales policy of the organization, it was necessary to notify the different depositories of the Corporation of a change in the designation of bank accounts, and also to designate different persons who would have the authority to draw on such accounts, and to discontinue the authority of persons whose authority had been withdrawn. For that purpose, the following resolutions were duly made, seconded and unanimously adopted:

RESOLVED, that the Union Trust Company, Cleveland, Ohio, be and it hereby is designated as a depository of the "United Artists Corporation District Sales Manager's Account, and the said bank be and it hereby is authorized

to receive deposits in said account and make payments from said account by instrument properly signed by authorized officers or agents of the United Artists Corporation.

and, it was further

RESOLVED, that Harry L. Gold, Acting District Sales Manager, is hereby authorized to draw against said "United Artists Corporation District Sales Manager's Account", by means of check, draft or other instrument which said instrument is signed by Harry L. Gold, Acting District Sales Manager.

and, it was further

RESOLVED, that said United Artists Corporation District Sales Manager's Account may be drawn against by check, draft or other instrument when signed by any two of the officers of the corporation, one of whom shall be either the President, Vice-President or Treasurer.

and, it was further

RESOLVED, that the use of the designation "United Artists Corporation Sales Manager's Account" in the Franklin Trust Company, Philadelphia, Pa., be discontinued and that the said account heretofore known as "Sales Manager's Account" shall hereafter be known and designated as "United Artists Corporation Office Manager's Account". This resolution is effective as of November 4th, 1927.

and it was further

RESOLVED, that authority heretofore vested in J. Von Tilzer, Sales Manager, to draw against the United Artists Corporation Sales Manager's Account or against the United Artists Corporation Office Manager's Account with the said Franklin Trust Co., Philadelphia, Pa., be and the same hereby is revoked and terminated. This resolution is effective as of November 4th, 1927.

and it was further

RESOLVED, that H. G. Bodkin is hereby authorized to draw against the account of the United Artists Corporation Office Manager's Account with the Franklin Trust Co., Philadelphia, Pa. by means of check, draft, or other instrument when said instrument is signed by said H. G. Bodkin as Office Manager. This resolution is effective as of November 4th, 1927.

There being no further business before the meeting, the same was duly adjourned.

Secretary

MINUTES APPROVED:

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.

Digitization and post-production completed in the University of Wisconsin-Madison's Department of Communication Arts, with funding from the Mary Pickford Foundation.

www.marypickford.org

www.mediahistoryproject.org